ANNUAL REPORT 2021

Carnegie Clean Energy Limited
ABN: 69 009 237 736

Corporate Directory

Directors

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

Chief Executive Officer
Jonathan Fiévez

Company Secretary
Grant Mooney

Registered Office
21 North Mole Drive North Fremantle,
WA, Australia 6159

Postal Address
PO Box 39 North Fremantle,
WA, Australia 6159

Telephone
+61 (0)8 6168 8400

Share Registry
Automic Group GPO Box 5193
Sydney NSW 2001
Telephone: 1300 288 664 (within Australia)
www.automicgroup.com.au

Auditors
HLB Mann Judd Level 4, 130 Stirling Street
Perth, WA, Australia 6000

Website: www.carnegiece.com

ASX Code: CCE

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01 Chairman's Report

On behalf of the Carnegie Clean Energy (CCE) team and my fellow directors, I am pleased to provide an overview of Carnegie's progress over the past financial year 2021.

Our "vision" is to be the most successful ocean energy company on Earth and our "purpose" is to harness ocean energy to make the world more sustainable. Our company has made significant progress over the year. We are better positioned for the future with the elimination of debt and adequate cash to sustain R&D and commercial development well into the next financial year. The Team's primary focus is our proprietary CETO technology, whilst in parallel we are also expanding with the development of new and exciting complementary spin-off product opportunities.

Over the past year, shareholders received CCE's Digital Development Pathway progress updates and significant advancements have been made despite some of the milestones being currently behind schedule. The pandemic has impacted our ability to secure some of the specialised people and external resources required to meet the timing of certain activities, such as wave tank testing to validate our new advanced controllers at an international facility, activities which have been shifted into early 2022. Whilst there have been delays, the plan is still sound. As we wrap up the activities in the Digital Development Pathway over the coming months, and in light of exciting new spin-off opportunities, the Team will soon be launching a new roadmap that includes the pathway to deliver CETO and our new strategic spin-off products, MoorPower™ and the Wave Predictor.

Some of the key achievements from the past financial year include the Blue Economy CRC Mooring Tensioner Project, the Hewlett Packard Enterprise Collaboration Agreement, the Microsoft AI for Earth grant, and achieving our new debt free status. Since fiscal year end, the successful sale of the legacy Gold Royalty and securing Blue Economy CRC funding for the MoorPower™ Project have been key accomplishments which will support and feature in our new roadmap.

The Team's primary focus continues to be delivering a cost-competitive and technically viable CETO digital design and model to be commercialised for the benefit of our stakeholders. Nonetheless, every large opportunity comes with challenges. Solar and wind will become more and more competitive as the world transitions into a fully renewable energy environment. There are also new and existing wave energy companies that are competing for funding and commercialisation partners. Carnegie is in an advanced position technically and enabling the commercial roll out of wave energy technologies will be our biggest challenge and opportunity.

> Our company has made significant progress over the year. We are better positioned for the future with the elimination of debt and adequate cash to sustain R&D and commercial development well into the next financial year.

Over the coming year, Carnegie will further develop the commercial plans and required resources to address future needs and deliver on expectations. Based on my personal involvement over the last year the Team has a solid strategy, is focused on the right areas for growth, has made excellent connections with funders, supporters and partners, and is preparing a new and improved roadmap to reach commercial success. The plan and milestones will be communicated soon, and shareholders will continue to receive regular progress updates over the coming year.

The Digital Development Strategy continues to facilitate our ability to maintain a simplified and easy to manage balance sheet. The Team continues to manage shareholder funds both frugally and responsibly. At year end, the company had approximately $3.6m in the bank, and $4.4m as of September 30, 2021. Importantly, the company achieved debt-free status over the year and has some revenues from the Garden Island facility, which came back on-line in January 2021. We also continue to secure external funding to offset the near-term requirement for shareholders funds. Wave energy technical and commercial development requires funding, and the team continued to successfully identify, develop and secure sources of non-debt funding over the past year. Additional non-debt funding support is targeted for the coming year.

Over the year, we also have developed new potential spin-off products and technologies that have leveraged from what we have invested in and learned from, our continued development and improvement of CETO. Carnegie's corporate culture continues to focus on utilising cutting edge innovation to commercialise our intellectual property while achieving more for less and working within a frugal, efficient and collaborative environment.

The Carnegie Team and Board continue to be committed to achieving commercialisation of our products and delivering value to our shareholders while making the world more sustainable. My fellow directors, Anthony Shields, Mike Fitzpatrick and Grant Mooney are all committed to success. Carnegie's CEO, Jonathan Fiévez, continues to successfully lead, challenge and motivate the Team to deliver on key technical and commercial milestones while working to successfully navigate and adapt to the new COVID-19 business environments.

On behalf of my fellow Directors and the Team, please accept our gratitude for your continued support. I look forward to the coming year and to presenting Carnegie's progress and prospects for the future at the upcoming AGM and in subsequent communications and shareholder meetings.

Terry Stinson
Chairman

02

Company Overview

Our Purpose

We harness ocean energy to make the world more sustainable.

Our Vision

To be the most successful ocean energy company on Earth.

Carnegie Clean Energy (ASX: CCE) is an ASX listed technology company focused on the development and commercialisation of our proprietary CETO wave energy technology and new related products including MoorPower™ and the Wave Predictor. Carnegie is headquartered in Fremantle, Western Australia but our reach is international with subsidiaries in the UK and Ireland.

Over the past year, Carnegie has been busy implementing technical advancements and intelligent control to reduce the cost and increase the performance of the CETO technology in order to maximise the commercial attractiveness of this tried and tested technology. The team has also been actively exploring opportunities to spin-off components and associated technologies which enhance Carnegie's technology offering and fit within Carnegie's vision and mission.

Team

Carnegie maintains a lean team dedicated to the commercialisation of Carnegie's products. Our team includes world class engineers and scientists with a passion for technology, renewable energy and sustainability and is guided by our core values:

- Resilient
- Creative
- Aware
- Individuality
- Teamwork

> Carnegie's intellectual property, embedded in these products, provides the potential to revolutionise marine renewable power, deliver innovative solutions to ocean industries and support global efforts towards decarbonisation.

Carnegie is pleased to have expanded its technology portfolio over the last year to now include:

CETO®

CETO is an advanced wave energy system suitable for a wide range of remote and utility scale markets globally.

MoorPower™

MoorPower™ is an integrated wave energy system for offshore demand applications such as offshore aquaculture.

Wave Predictor

Carnegie's Wave Predictor is capable of precisely predicting upcoming waves using a proprietary machine learning algorithm. This enables intelligent control for wave energy converters and is also suitable for other applications beyond the wave energy industry.

The CETO and MoorPower™ products are wave energy converters (WECs) which capture energy in ocean waves and convert it into zero-emission electricity suitable for a variety of different markets. Carnegie's intellectual property, embedded in these products, provides the potential to revolutionise marine renewable power, deliver innovative solutions to ocean industries and support global efforts towards decarbonisation.

03

Global Context

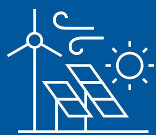
The World is moving away from reliance on traditional fossil fuels and towards diversified clean energy portfolios that decarbonise the entire energy system. Wave energy is an untapped renewable resource that has an important role to play in this global energy system transition.

Wave energy has the benefits of consistency and predictability which allow it to firm up more variable renewables like solar and wind, and requiring less energy storage. In some places, wave may be the only renewable energy that is practical, such as mountainous or heavily forested islands. Carnegie is set to take advantage of this global movement towards renewable energy and decarbonisation with our growing suite of products.

Key trends demonstrating the potential for wave energy

1. Increased demand for electricity:

The global population is forecast to increase nearly 34% by 2050 to 9.47 billion and there is expected to be a 45% rise in global energy demand with much of the world's populations and energy requirements close to the coast.



4. Demand for renewables:

Renewables are replacing coal and gas generated electricity. Even the largest traditional oil & gas entities globally are investing in renewable power projects. Wave energy is consistent and predictable and can support other more variable renewables in an energy portfolio.

United Nation's Sustainable Development Goals

As a company, Carnegie is committed to supporting and delivering progress on the United Nation's Sustainable Development Goals (SDGs).

2. Climate:

Climate change is driving the need to decarbonise every aspect of the economy. Governments worldwide are committing to zero carbon and this requires solutions for every aspect of modern energy consumption.

3. Corporate environmental, social and governance (ESG):

Increased focus on sustainability in business is driving ESG reporting by businesses and changing investor behaviours to increasingly value socially conscious investments.

5. Blue Economy:

Growing recognition of the value of the Blue Economy. Ocean related industries contribute more than $1.5 trillion in value added to the overall economy each year. The MoorPower™ product is specifically targeted at Blue Economy applications.

6. Learning rates reduce energy cost:

Established renewable energy sectors like wind and solar have demonstrated and proven viable cost reduction pathways which the wave energy sector will follow.

04 Market

Wave energy is renewable, predictable, abundant and geographically distributed. Whilst exact estimates of the size of the global wave energy resource vary, all agree that there is a significant market opportunity waiting to be captured.

Early target market opportunities for the CETO technology are remote islands, off-grid locations, and offshore demand applications such as the offshore aquaculture sector. These markets often have high energy costs, rely on diesel generation and in many cases have limited access to other renewable energy sources.

The largest target market for CETO comprises the global utility scale electricity markets. The timing of wave energy roll out in these markets will depend on the level of support for the emerging wave energy sector and the cost reductions achieved as the sector grows and matures. The wave energy industry is expected to reach learning and growth rates in line with previously developed energy technologies such as solar PV and offshore wind.

05 Business Plan

Carnegie's strategic business plan supports our vision and mission and aims to maximise value from our products to ultimately increase operational revenue and generate sustainable profit. The business plan includes 5 strategic themes:

1. Create Unique Competitive Products: Develop wave energy technology and IP that drives Carnegie's position as the most successful ocean energy company and preferred partner to project developers.
2. Build a Market for Wave Energy: Create demand for wave energy through market intelligence, education and increasing awareness of the wave energy potential worldwide.
3. Foster the Carnegie Ecosystem: Drive success of Carnegie's wave energy technology through fostering a collaborative network and developing key partnerships.
4. Secure Financial Stability: Secure long-term financial sustainability through a focus on technology realisation and commercialisation in a lean operating environment.
5. Cultivate an Aligned and High Performing Team: Ensure Carnegie has the skills, culture and capability required to deliver on its business plan and strategic initiatives.

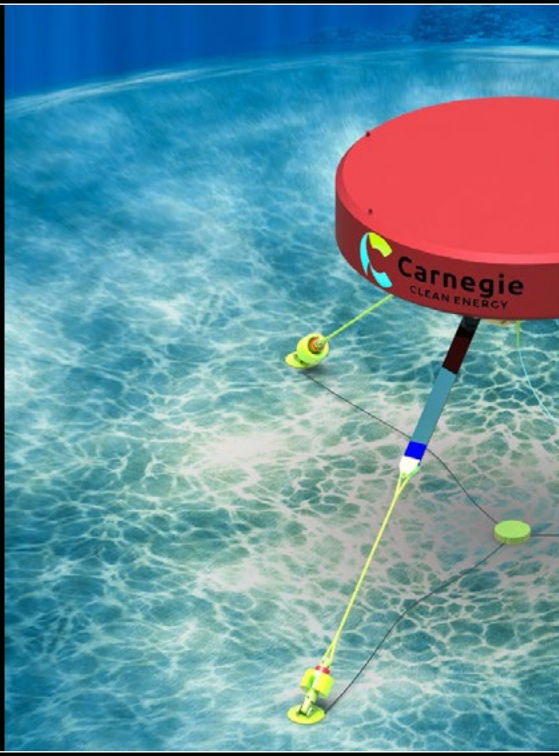
06 Products

1. CETO
2. MoorPower
3. Wave Predictor

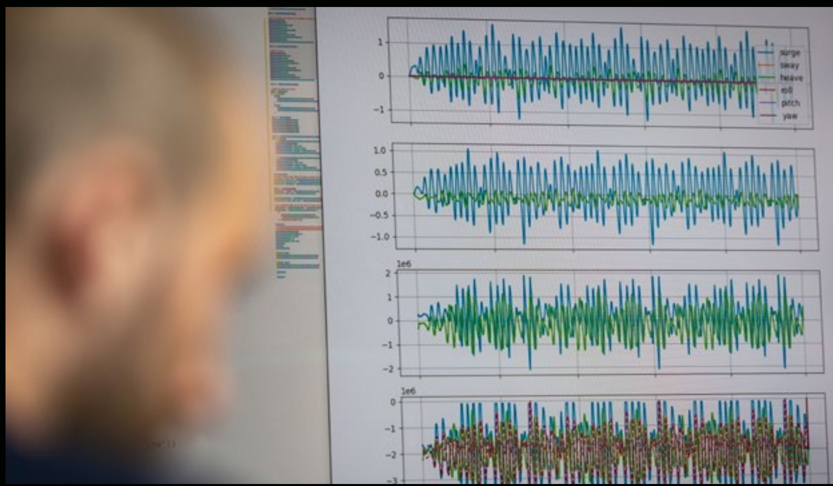
CETO

CETO is designed to be deployed in wave energy arrays producing clean, renewable electricity for markets ranging from offshore infrastructure and small remote island microgrids to large utility scale grids around the world.

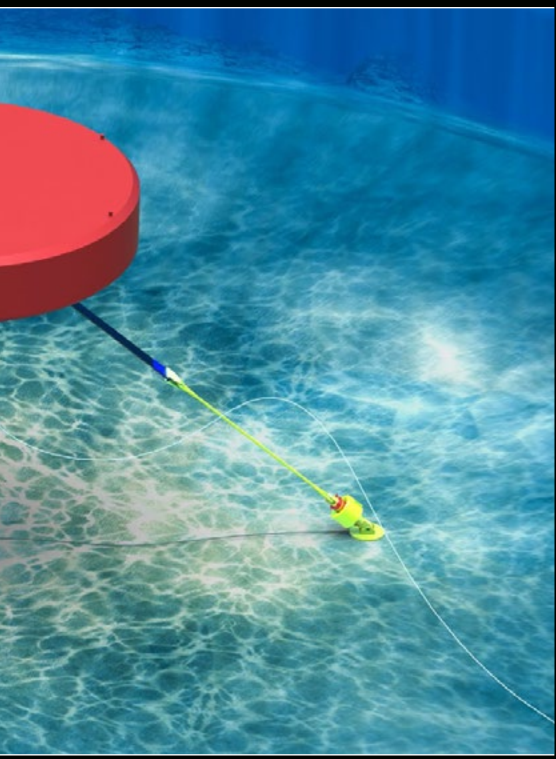
The CETO system is a fully submerged, point absorber type wave energy technology affording minimal visual impact from shore. A submerged buoy sits a few metres below the surface of the ocean and moves with the ocean's waves. This orbital motion drives a Power Take-Off (PTO) system that converts the wave motion into grid-ready electricity.

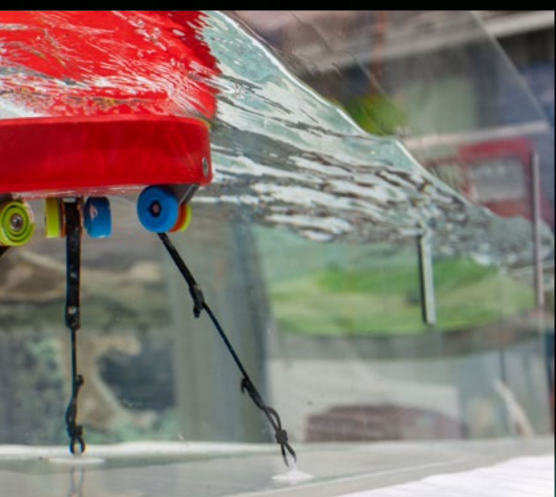


Over the past two years, Carnegie has undertaken a portfolio of R&D innovations that are delivering significant reductions in cost and improvements in the performance of CETO. For instance, the advanced controllers in development are already demonstrating significant improvements in performance which support reduced costs. These high impact innovations led by Carnegie have also brought in strategic partners and contractors to provide additional expertise and develop future opportunities.



Named after a Greek sea goddess, Carnegie's CETO wave energy technology offers the potential to revolutionise marine renewable power and deliver carbon reduction through the use of wave energy which can complement other renewable energy technologies.





Innovations introduced into the CETO system

- Intelligent wave energy control
- A rotary electric power take-off (PTO) system
- Optimised hydrodynamics and multi-moored architecture

Over the next year, the development efforts will continue along a new pathway which progresses the technology towards detailed design for the first project deployment of the new intelligent CETO technology. This detailed design work will ensure that the benefit of the innovations developed over the past two years are fully captured and implemented in the CETO commercialisation pathway into the future.

CETO Advantages

- No Visual Impact – fully submerged and invisible from shore
- Developed & Tested – over 10 years of onshore, tank and tens of thousands of hours of in-ocean testing
- Flexible – operates in a variety of water depths, swell directions, tides and seafloor conditions
- Storm Survivability – fully submerged & extreme wave mitigation system
- Security – provides emissions free sustainable energy and water security to countries & islands
- Scalable – modular array design
- Clean – minimal environmental impact, co-exists with and encourages marine life
- Desalination – zero-emission freshwater co-production allows pseudo energy storage

MoorPower

MoorPower™ is a spin-off wave energy technology that utilises CETO IP but is designed for integration into floating offshore structures such as feeding barges in the aquaculture sector.

As the aquaculture sector moves operations further offshore, they no longer have access to shore-based power, and so energy intensive offshore aquaculture operations such as feeding barges are reliant on diesel generators with many associated costs, risks and carbon emissions. This is also true of many moored vessels across the blue economy and therefore provides an opportunity for Carnegie to offer a new solution to the challenge of securing clean and reliable energy.

The first market for this product would be aquaculture barges and vessels that require energy for electrical loads operating offshore. Carnegie's new wave power product addresses the challenge of securing clean and reliable energy and replaces the diesel generation that would otherwise be required.

MoorPower™ Scaled Demonstrator Project Partners

Carnegie CLEAN ENERGY

BLUE ECONOMY COOPERATIVE RESEARCH CENTRE

Over the next 2 years, Carnegie will design, build and operate a scaled demonstrator of the MoorPower™ product just offshore from Carnegie's office and research facility in North Fremantle.

The vision for MoorPower™ was launched at a Blue Economy Cooperative Research Centre conference in early 2021. The concept and vision for MoorPower™ grew out of engagement with stakeholders in the BE CRC including key aquaculture companies and their technology providers, ensuring that Carnegie understood their requirements, constraints and challenges.

Over the course of the past year, the team developed a roadmap to bring the MoorPower™ product from a concept to market adoption. The first step in this roadmap and the formal launch of MoorPower™ occurred in October 2021, when Carnegie announced the MoorPower™ - Scaled Demonstrator Project which will take MoorPower™ from concept to an operating prototype.

Over the next 2 years, Carnegie will design, build and operate a scaled demonstrator of the MoorPower™ product just offshore from Carnegie's office and research facility in North Fremantle. This will be delivered with the support of funding from the Blue Economy Cooperative Research Centre and close collaboration with a consortium of partners including two of Australia's largest aquaculture companies, Huon and Tassal, and leading academic and industry partners. Additional aquaculture technology providers, such as companies that build feeding barges, are also supportive of this project. Carnegie will continue engaging with key stakeholders to advance the technical and commercial roadmap for MoorPower™.

Following the scaled demonstrator, the next step in the product roadmap will be the integration of MoorPower™ into an operating environment, likely to be in Tasmania with our Blue Economy partners.

Wave Predictor

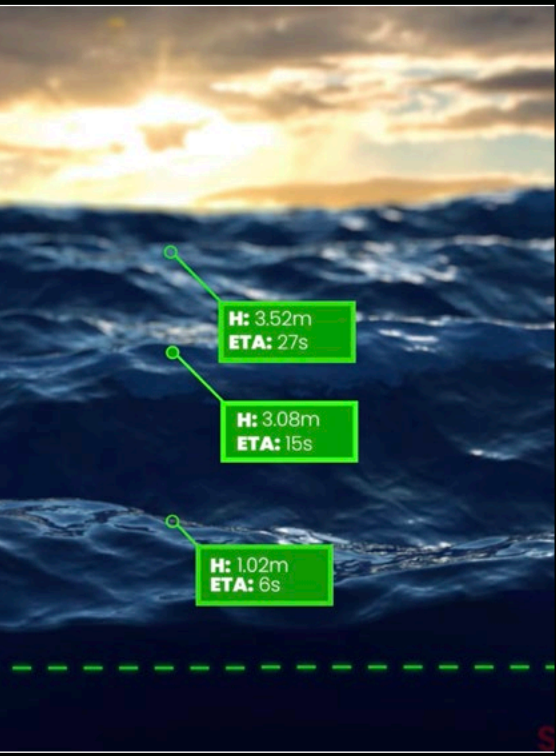
Carnegie's Wave Predictor is a locally developed but globally marketable product that can predict ocean waves up to minutes into the future, before they impact the shore, a structure, or a wave energy converter. From increasing the safety of rock fishing and critical offshore operations, through to increasing the efficiency of wave energy converters, wave prediction has a huge potential across a number of ocean industry sectors.

The Wave Predictor uses Carnegie's proprietary machine learning algorithm. For wave energy converters like CETO, this provides data that can be used to determine the forces that will be applied to the device into the future and enables intelligent controllers which can optimise performance and significantly reduce costs.

For other applications such as offshore lifting, personnel transfers and rock fishing, the knowledge of upcoming waves from the Wave Predictor can improve safety. Other ocean users would also benefit from the Wave Predictor for other safety, leisure and research purposes.

The Wave Predictor has potential applications in wave energy and beyond, including improving safety of personnel transfers (right and bottom).

An animated view of Carnegie's Wave Predictor (centre).



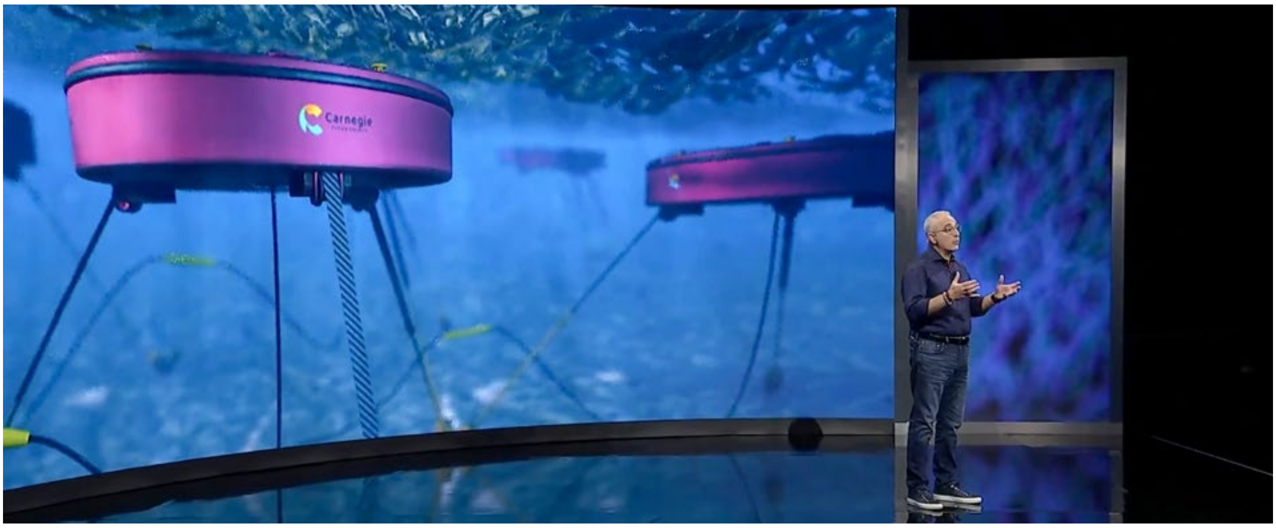
The Wave Predictor leverages the power of artificial intelligence to make accurate second-by-second predictions of the precise shape and timing of waves. It is based on deep learning, a branch of Artificial Intelligence which uses artificial neural networks, the architecture of which is inspired by that of the human brain, to learn relationships between complex phenomena.

The Wave Predictor utilises data captured from nearby wave buoys to feed into the prediction algorithm and predict waves to a high level of accuracy. This exciting product, originally developed to support Carnegie's intelligent controllers and respond to the needs of the wave energy industry, also has several other market applications. Through the development process, the company identified opportunities to simplify, reduce the cost, and increase the reliability of its wave predictor. By moving from reliance on in-ocean-wave-sensors to shore or platform-based cameras or radar to generate input, the Wave Predictor can serve an even wider range of markets.

In addition to continuing to improve the Wave Predictor for the CETO intelligent controllers, the team is also working to enable the Wave Predictor to utilise input from other data sources making it low cost, easy to install and easy to maintain for many market applications.

07

Partnerships and Collaborations



Carnegie is pleased to work with a range of world-class academic and industrial partners around the world to enhance and improve CETO subsystems with impacts being delivered rapidly. These collaborations also explore longer term opportunities intended to deliver future cost reduction improvements along the technology commercialisation pathway. Direct collaborations are undertaken with key partners individually or in consortium projects, a selection of which are described here.

Hewlett Packard Enterprise

Carnegie and Hewlett Packard Enterprise Company (HPE), the multinational enterprise information technology company with a market cap of USD$19.2 billion, are working collaboratively to develop a reinforcement learning based controller for the CETO wave energy technology. The work complements the artificial intelligence development underway at Carnegie and supports Carnegie's efforts to develop controllers that maximise the performance and minimise cost of the CETO technology.

Hewlett Packard Labs is contributing their reinforcement learning (RL) expertise and computational resources to the project, working alongside Carnegie's team, which is already developing a number of intelligent controllers for the CETO technology.

Reinforcement learning is an area of artificial intelligence in which a machine learning model is built with the ability to self-learn. While the intelligent controller currently under development has to optimise the device's response for every wave (using ML models within the optimisation), the RL

> Hewlett Packard Labs is working with Carnegie Clean Energy to use AI to harness the power of the ocean waves for renewable energy production – Antonio Neri, Hewlett Packard Enterprise CEO

controller has the ability to directly learn and apply the optimum response to predicted waves, during operation. The RL controller, which comes pre-loaded with a simple control scheme, explores away from this reference using the concept of reward to identify and learn improved control actions.

Blue Economy Cooperative Research Centre (BE CRC)

The BE CRC is coordinating a more than $300m programme to advance Australia's blue economy in the areas of seafood production, marine renewable energy and offshore engineering.

In late 2020, the BE CRC awarded $850,000 of grant funding to support the Mooring Tensioner for Wave Energy Converters (MoTWEC) Project, a $1.6 million project led by Carnegie. This ongoing Project is designing and testing the Mooring Tensioner including coupon/material testing and scale prototype testing. The Mooring Tensioner is a novel component which helps to unlock the potential of rotary power take off systems for wave energy converters. It also may have broader applications in the marine sector.

In October 2021, Carnegie and the BE CRC launched the MoorPower™ – Scaled Demonstrator Project which will design, install and operate a scaled prototype in waters off Carnegie's research facility in North Fremantle, Western Australia. This $3.4m project will be delivered by a strong project team including Carnegie, Huon, Tassal, DNV, Advanced Composite Structures Australia, AMC Search, University of Tasmania, University of Queensland and ClimateKIC/Australian Ocean Energy Group. The project will receive $1.3m of cash support from the BE CRC, $265,000 of cash support from Carnegie with the balance ($1.8m) provided in-kind by the project partners.

Joint Industry Project – Belt Development

Carnegie and fellow wave developers, CalWave Power Technologies, Marine Power Systems (MPS), and Oscilla Power are undertaking a Joint Industry Project (JIP) to advance an innovative belt design that will support the commercialisation of rotary PTO systems for CETO like wave energy converters. Recognising that many developers pursuing rotary PTOs face similar challenges, Carnegie brought together a consortium of wave developers to utilise an open innovation approach to collaboratively advance the development of the belt. Through the JIP, the partners are sharing knowledge and advancing the belt technology together including sharing the cost of input from specialist engineering contractors.

Academic and Research Institution Partners

Carnegie is pleased to be involved in several productive collaborations with valued research partners across Australia and internationally including the University of Adelaide, CSIRO, University of Western Australia, University of Queensland, University of Tasmania and Wave Energy Scotland. In collaboration with Australian academic partners, Carnegie accesses the world class supercomputing resources and know-how at the Pawsey Supercomputing Centre in Western Australia.

Industry Association Memberships and Representation

In addition to our direct collaborations, Carnegie also engages with the wider offshore energy industry and benefits from other advancements without having to fund the research. For instance, the foundation, dynamic and export electrical cables, biofouling and grid connection subsystems are examples that are undergoing well-funded development and cost reduction thanks to demands from other industries such as offshore wind and tidal energy. Carnegie can benefit from this but also has a library of designs and a wealth of experience in these subsystems from previous projects.

Engagement with the wider offshore energy industry also occurs via Carnegie's membership in industry associations such as Ocean Energy Europe and the Australian Ocean Energy Group.

The Australian Ocean Energy Group (AOEG) is an industry led cluster formed to facilitate collaboration throughout the wave and tidal energy industry. Carnegie is a founding member and active participant in this cluster. AOEG's mission is to accelerate the commercialisation of Australia's ocean energy as the next frontier in low carbon generating capacity and add ocean energy to Australia's energy resource mix.

Ocean Energy Europe (OEE) is the largest network of ocean energy professionals in the world and very actively represents the interests of Europe's ocean energy sector. Carnegie is one of over 120 member organisations which includes Europe's leading utilities, industrialists and research institutes. Ocean Energy Europe's mission is to create a strong environment for the development of ocean energy, improve access to funding, and enhance business opportunities for its members. To achieve this, OEE engages with the European Institutions (Commission, Parliament, Council, EIB, etc.), and national ministries on policy issues affecting the sector.

Australia is a full member of the IEC TC 114 – the International Electrotechnical Commission's Technical Committee on marine energy. This international committee is developing international standards for marine energy covering wave, tidal and other water current converters.

Carnegie's Chief Technology Officer, Alexandre Pichard, was selected as an industry representative for the Australian mirror committee. Carnegie is pleased to support Australia's voice in the development of standards for wave energy converters worldwide.

08 Garden Island Microgrid

Carnegie is the owner of the Garden Island Microgrid (GIMG), located on HMAS Stirling in Western Australia, and delivering clean renewable energy to the Department of Defence under an Electricity Supply Agreement.

The GIMG system is comprised of:

- 2MW Solar PV array
- 2MW/0.5MWh Battery Energy Storage System
- A connection point available for future connections of wave energy technologies deployed at Carnegie's offshore lease area off Garden Island. This offshore wave lease area was the site of Carnegie's previous Perth Wave Energy Project and benefits from the previous infrastructure investments made.

Following a temporary disconnection for several months due to the Department of Defence's base-wide electrical system upgrade on HMAS Stirling, Carnegie returned the system back to production during the year. At the end of the financial year, the system had produced over 3 GWh avoiding over 2,000 tonnes of CO_2.

Carnegie returned the system back to production during the year. At the end of the financial year, the system had produced over 3 GWh avoiding over 2,000 tonnes of CO_2.

09 Additional Information

Additional information required by the Australian Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report. The information was prepared based on share registry information processed up to 17 September 2021.

Spread of Holdings	Number of holders of Ordinary Shares
1 - 1,000	256
1,001 - 5,000	502
5,001 - 10,000	785
10,001 - 100,000	4,297
100,001 and over	7,337

Number of Holders: 13,117

Number of Shareholders holding less than a marketable parcel: 7,992

Substantial Shareholders

Shareholder Name	Number of Shares	%
Citicorp Nominees Pty Ltd	1,290,960,865	8.66%
HSBC Custody Nominees (Australia) Limited	1,134,953,933	7.62%
BNP Paribas Nominees Pty Ltd ACF Clearstream	999,869,606	6.71%

Voting Rights: All ordinary shares carry one vote per share without restriction. Options for ordinary shares do not carry any voting rights.

Statement of Quoted Securities: Listed on the Australian Stock Exchange are 14,902,573,710 fully paid shares. All ordinary shares carry one vote per share without restriction. Options for ordinary shares do not carry any voting rights.

Company Secretary: The name of the Company Secretary is Grant Jonathan Mooney.

Registered Office: The registered office is at 21 North Mole Drive, North Fremantle WA 6169. The telephone number is (08) 6168 8400.

Twenty Largest Holders of each Class of Quoted Equity Securities

Ordinary Fully Paid Shares

Shareholder Name	Number of Shares	Percentage of Capital
Citicorp Nominees Pty Limited	1,290,960,865	8.66%
HSBC Custody Nominees (Australia) Limited	1,134,953,933	7.62%
BNP Paribas Nominees Pty Ltd ACF Clearstream	999,869,606	6.71%
Merrill Lynch (Australia) Nominees Pty Limited	520,243,887	3.49%
BNP Paribas Noms Pty Ltd <Drp>	512,289,792	3.44%
Dawnray Pty Ltd <HWBL Superannuation Fund A/C>	402,863,636	2.70%
Mr Grant Jonathan Mooney	350,000,000	2.35%
Richcab Pty Limited	202,863,636	1.36%
Daws & Son Pty Ltd	178,572,000	1.20%
Eminent Holdings Pty Ltd	100,000,000	0.67%
Fraser Investment Holdings Pty Ltd <Fraser Investment A/C>	96,325,162	0.65%
Mr Barry Leslie Ramsay	74,000,000	0.50%
GFSF Super Pty Ltd <Grogan Fam Sf A/C>	70,000,000	0.47%
Cathben Pty Ltd	69,595,205	0.47%
Mr Carl Gianatti & Mrs Margaret R Gianatti <The Gianatti Super Fund A/C>	64,641,940	0.43%
Dowling Properties Pty Ltd	60,000,000	0.40%
Atua Pty Ltd <Atua A/C>	52,119,405	0.35%
N & C Watts Super Pty Ltd <N & C Watts Sf A/C>	50,000,000	0.34%
Mapu Pty Ltd <Vaxa Super Fund A/C>	46,119,405	0.31%
Hirsch Financial Pty Ltd	41,305,000	0.28%
TOTAL	6,316,723,472	42.39%

Holders of Securities in an Unlisted Class

Options issued under Employee Incentive Plan (Management and Staff)

Optionholder Name	Option Code	Number of Options	Exercise Price $	Expiry Date
Management & Staff (Various)	CCEAO	75,500,000	0.0020	20-Jul-22
Management & Staff (Various)	CCEAU	16,000,000	0.0036	15-Sep-23
Jonathan Fievez	CCEAO	100,000,000	0.0020	20-Jul-22
Terry Dewayne Stinson <Stinson Family A/C>	CCEAS	85,000,000	0.0030	25-Nov-23
Jonathan Fievez	CCEAL	10,000,000	0.0160	10-Oct-21

Holders of Securities in an Unlisted Class

Options

Optionholder Name	Option Code	Number of Options	Exercise Price $	Expiry Date
Asymmetric Credit Partners Pty Ltd	CCEAN	250,000,000	0.00125	28-Oct-24
Eminent Holdings Pty Ltd	CCEAQ	520,000,000	0.00150	3-Feb-24
HFM Investments Pty Ltd	CCEAM	460,000,000	0.00150	28-Oct-22
HFM Investments Pty Ltd	CCEAT	460,000,000	0.00150	23-Mar-24
Log Creek Pty Ltd <Log Creek Vineyard A/C>	CCEAM	400,000,000	0.00150	28-Oct-22
Log Creek Pty Ltd <Log Creek Vineyard A/C>	CCEAT	400,000,000	0.00150	23-Mar-24
Asymmetric Credit Partners Pty Ltd	CCEAR	200,000,000	0.00150	24-Feb-24
Dawnray Pty Ltd ATF The HWBL Superannuation Fund	CCEAM	200,000,000	0.00150	28-Oct-22
Dawnray Pty Ltd ATF The HWBL Superannuation Fund	CCEAR	200,000,000	0.00150	24-Feb-22
Eminent Holdings Pty Ltd	CCEAP	200,000,000	0.00150	12-Jan-24
Richcab Pty Ltd	CCEAM	200,000,000	0.00150	28-Oct-22
Richcab Pty Ltd	CCEAR	200,000,000	0.00150	24-Feb-24
Asymmetric Credit Partners Pty Ltd	CCEAM	140,000,000	0.00150	28-Oct-22
Citicorp Nominess Pty Limited	CCEAK	25,000,000	0.06000	8-Feb-23
Wolf Capital Pty Ltd <Wolf Capital Unit No 2 A/C>	CCEAK	6,250,000	0.06000	8-Feb-23
Chris Dale	CCEAK	3,750,000	0.06000	8-Feb-23

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Financial Report for the Year Ended 30 June 2021

Carnegie Clean Energy Limited
ABN 69 009 237 736 and
Controlled Entities

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

DIRECTORS' REPORT
30 JUNE 2021

The Directors present their report on Carnegie Clean Energy Limited ("the Company", or "Carnegie") and its controlled entities, ("the Group") for the financial year ended 30 June 2021.

DIRECTORS

The Directors of the Company in office at any time during or since the end of the financial year are:

Terry Stinson *B.Bus Admin (Magnum Cum Laude) (Chairman) – appointed 15 November 2017*

Mr Stinson has over 30 years of executive leadership experience with innovation companies globally. He was formerly the Chief Executive Officer and Managing Director of Orbital Corporation Ltd (resigned as a director 18 November 2019). He was previously also a Vice President and General Manager at Siemens AG responsible for overseeing an international business across multiple sites, over 1,200 staff and delivering sales in excess of US $300m p.a. Mr Stinson was also previously CEO and MD at Synerject, VP Manufacturing OMC, Director Advanced R&D Product and Process Mercury Marine, division of Brunswick Corp, Project Engineer LT-5 Corvette engine, USA SME 1990 Young Engineer of the Year, and leadership positions supporting various international ventures with Yamaha, Honda, Chrysler, Penske and others. Mr Stinson is a Non-Executive Director of 3D metal printing technology company Aurora Labs Limited (appointed 26 February 2020) and is also Non-Executive Chairman of Talga Group Ltd since 9 February 2017.

Michael Fitzpatrick *B.Eng (Hons), B.A (Hons), M.A (Oxon) (Non-Executive Director) – appointed 28 November 2012*

Mr Fitzpatrick has over 40 years in the financial services sector. He is a past Chairman of the Pacific Current Group (formerly Treasury Group Limited) as well as the Australian Football League. He also holds several Non-Executive directorships, including Infrastructure Capital Group and Latam Autos Limited.

In 1994 Mr Fitzpatrick founded Hastings Funds Management Ltd ('Hastings'), the pioneering infrastructure asset management company where he was Managing Director until he sold his interest in 2005. Hastings was then one of the largest managers of infrastructure and alternative assets in Australia (including infrastructure, high yield debt, private equity and timberland) managing investments of approximately A$3.8 billion. Mr Fitzpatrick was a Director of several of Hastings' managed investments, including Pacific Hydro Limited, Global Renewables Limited, Utilities of Australia, Australian Infrastructure Fund and Australia Development Group Pty Ltd (the holding company of Perth Airport).

Mr Fitzpatrick is a former Chairman of Victorian Funds Management Corporation, and the Australian Sports Commission, a former Director of Rio Tinto Limited and Rio Tinto plc, a former member of the Melbourne Park Tennis Centre Trust, a former Director of the Carlton Football Club and a former Director of the Walter & Eliza Hall Institute of Medical Research.

Mr Fitzpatrick has a Bachelor of Engineering with Honours from the University of Western Australia and a Bachelor of Arts with Honours and a Masters of Arts from Oxford University where he was the 1975 Rhodes Scholar from Western Australia.

Grant Mooney *B.Bus, CA (Non-executive Director and Company Secretary) – appointed 19 February 2008*

Mr Mooney is the principal of Perth-based corporate advisory firm Mooney & Partners, specialising in corporate compliance administration to public companies. Mr Mooney has gained extensive experience in the areas of corporate and project management since commencing Mooney & Partners in 1999. His experience extends to advice on capital raisings, mergers and acquisitions and corporate governance. Currently, Mr Mooney serves as a Director to several ASX listed companies across a variety of industries including technology and resources.

He is a Director of Gibb River Diamonds Limited, appointed 14 October 2008, Barra Resources Limited, appointed 29 November 2002, Accelerate Resources Limited, appointed 1 July 2017, Talga Group Limited, appointed 20 February 2014, Aurora Labs Limited appointed 25 March 2020 and Riedel Resources Limited appointed 31 October 2018. Mr Mooney is also a member of Chartered Accountants Australia and New Zealand.

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***Anthony Shields** B.Bus (Non-Executive Director) - appointed 25 November 2019*

Mr Shields is the Managing Director of Asymmetric Investment Management Fund Pty Ltd (Asymmetric), a Perth-based investment manager specialising in private debt, venture capital and risk management. He also sits on a number of other non-listed company boards both in Executive and Non-Executive capacities (Asymmetric Investment Management, Source Certain International, NWQ Capital and Old Perth Port). Prior to Asymmetric, Mr Shields established and managed an investment portfolio for a family office in Perth, Western Australia. He currently sits on the investment committee of Canci Group advising on investment strategy and portfolio management. Prior to his family investment roles, Mr Shields worked for Deutsche Bank in equity and derivatives sales and trading, and for Macquarie Bank as an equity analyst and in institutional equity sales and trading.

At the date of this report, the direct and indirect interests of the Directors in the shares and options of the Company were:

	ORDINARY SHARES	OPTIONS
Terry Stinson (i)	19,700,000	85,000,000
Michael Fitzpatrick (ii)	1,021,535,417	1,720,000,000
Grant Mooney	350,000,000	-
Anthony Shields (iii)	636,985,492	615,000,000

i. Mr Stinson has an interest in 19,700,000 ordinary shares and 85,000,000 options which are held by Terry Stinson <Stinson Family Trust>.
ii. Mr Fitzpatrick is a Director of Log Creek Pty Ltd and therefore is deemed to have an interest in 584,099,520 ordinary shares held by Log Creek Pty Ltd <88 Green Venture A/C>, and 437,435,897 ordinary shares and 800,000,000 options held by Log Creek Pty Ltd. Mr Fitzpatrick is a Director of HFM Investments Pty Ltd and therefore is deemed to have an interest in 920,000,000 options held by HFM Investments Pty Ltd.
iii. Mr Shields is a Director of Asymmetric Credit Partners Pty Ltd and therefore is deemed to have an interest in 636,985,492 ordinary shares and 615,000,000 options held by Asymmetric Credit Partners Pty Ltd.

COMPANY SECRETARY

Mr Grant Mooney held the position of company secretary during the financial year and to the date of this report.

PRINCIPAL ACTIVITIES

The principal activity of the Group during the year was the development of the CETO Wave Energy Technology.

OPERATING RESULTS

The net loss of the Group for the financial year ended 30 June 2021 was $931,845 which included a loss from discontinued operations of $99,420. (2020: loss of $275,522, which included a profit from discontinued operations of $1,536,861).

DIVIDENDS

The Directors do not recommend the payment of a dividend for the financial year ended 30 June 2021. No dividends were paid during the financial year.

CARNEGIE CLEAN ENERGY LIMITED
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DIRECTORS' REPORT
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REVIEW OF OPERATIONS

During the year to 30 June 2021, the Group's activities included the following:

<u>CETO Wave Energy Technology</u>

- The Carnegie team diligently progressed the CETO Digital Development Pathway, advancing key innovation opportunities to improve the performance of CETO through greater energy capture, more efficient conversion into electricity, higher system reliability, and reduction in capital and operating costs. Key progress was made on Carnegie's Intelligent Control products, advanced control and power take-off (PTO) system optimisation and hydrodynamic simulations supporting the advancement of the CETO technology. Notably, advanced control efforts are delivering significant improvements in CETO performance with analysis showing the suite of advanced controllers currently achieving up to 27% more energy than the baseline CETO controller.

- Carnegie developed and tested a machine learning based Wave Predictor capable of predicting waves at least 30 seconds into the future. The Wave Predictor was validated in a wave tank testing campaign at the Cantabria Coastal and Ocean Basin in Spain. In addition to being a standalone product for CETO and other applications, the Wave Predictor development is a key step towards the creation of a new Intelligent Control System for the CETO technology.

- In March 2021, Carnegie launched its vision for a new product which is a spin-off from CETO that incorporates aspects of Carnegie's core CETO technology and know-how into a novel wave powered system for use in offshore energy demand applications. The first market for this product would be aquaculture barges and vessels that require energy for offshore operations. As the aquaculture sector moves further offshore into highly energetic conditions, Carnegie's new wave power product would address the challenge of securing clean and reliable energy and replace the diesel generation otherwise required.

- External funding and support have been awarded to the CETO development activities including:

  - The Blue Economy Cooperative Research Centre (CRC) awarded $850,000 in funding to a Carnegie led Mooring Tensioner for the Wave Energy Converters Project. The project is a collaboration with Advanced Composite Structures Australia, University of Queensland and ClimateKIC representing the Australian Ocean Energy Group to develop a novel Mooring Tensioner, a component of the PTO.

  - Microsoft awarded Carnegie with an "AI for Earth" grant to support enhancements to Carnegie's Wave Predictor. As part of this Project, Microsoft is providing Carnegie with a sponsored Microsoft Azure account and credits for Azure compute consumption up to USD$15,000.

- Carnegie entered into new Collaboration Agreements to support the development of the CETO technology including:

  - Hewlett Packard Enterprise Company (HPE) and Carnegie signed a Collaboration Agreement to develop a reinforcement learning based controller for CETO. This collaborative work is extending the artificial intelligence development already underway at Carnegie by bringing in Hewlett Packard Labs' significant reinforcement learning expertise and computational resources.

  - Oceantera, a project development company, and Carnegie signed a Collaboration agreement to explore opportunities of mutual interest including investigating potential CETO project opportunities in South East Asia or other mutually agreed locations, sharing knowledge and expertise and exploring collaborative opportunities to use Carnegie's Garden Island Microgrid to support development of the wave energy industry.

  - Wave energy developers Carnegie Clean Energy, CalWave Power Technologies, Marine Power Systems (MPS) and Oscilla Power entered into a Collaboration Agreement to undertake a Joint Industry Project to advance an innovative belt design that will support the commercialisation of rotary power take off systems for CETO like wave energy converters.

  - Carnegie was invited to join the IMPACT Project Technical Advisory Board to direct and guide the European funded IMPACT Project (Innovative Methods for Wave Energy Pathways Acceleration through Novel Criteria and Test Rigs). This project aims to accelerate testing device development and reduce technology cost through the development of a Dual Hardware-In-The-Loop testing platform.

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Garden Island Microgrid

- Under Carnegie's Power Supply Agreement, the Department of Defence purchases all of the power produced by the Garden Island Microgrid.
- The system was temporarily disconnected in April 2020 due to Department of Defence infrastructure upgrades on HMAS Stirling (unrelated to Carnegie's system). This was expected and not within Carnegie's control. During the period of disconnection, Carnegie worked with Department of Defence and Defence contractors to minimise the cost and impact of the disconnection and reconnection process.
- Following completion of Department of Defence infrastructure upgrades, the system was reconnected in December 2020 with normal operations resuming in January 2021.

Corporate

- Carnegie received a research and development tax incentive cash rebate from the Australian Tax Office of $749,938 in relation to eligible research and development expenditure incurred in the year ended 30 June 2019.
- Carnegie achieved debt free status following the conversion of all the Convertible Notes (113 Convertible Notes with a face value of $25,000 each for a total of $2.825 million) into fully paid ordinary shares.
- Over the year, the exercise of unlisted options to the value of $1.47 million added to the Company's cash reserves, providing additional funding to deliver on the technology pathway.
- Carnegie held its Annual General Meeting on 25 November 2020. All resolutions were passed on a poll.
- Carnegie sold the gold royalty rights held by the Company over part of the Higginsville Gold Project in Western Australia. The rights were sold to Karora Resources Limited for $1 million cash, which was received post year end.

FINANCIAL POSITION

The net assets of the Group increased by $3.59 million from $17.86 million to $21.45 million as at 30 June 2021. This is predominantly the result of the exercise of options and the conversion of the remaining $2.85 million of debt notes into issued capital.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There has been no other significant change in the state of affairs of the Group to the date of this report.

SIGNIFICANT EVENTS SUBSEQUENT TO YEAR END

Carnegie sold the gold royalty rights held by the Company over part of the Higginsville Gold Project in Western Australia. The rights were sold to Karora Resources Limited on 30 June 2021 for $1 million cash. Proceeds from the sale of the gold royalty of $1 million were received on 1 July 2021.

FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

Carnegie engaged an external consulting firm to update its strategic business plan including refreshing the company's vision, mission and detailed internal strategic focus areas and actions. The core components of the business plan include articulation of Carnegie's purpose, vision and goals and identification of the strategic themes, initiatives and actions that Carnegie will undertake to achieve its ambitions.

ENVIRONMENTAL ISSUES

The Group is required to carry out its activities in accordance with the laws and regulations in the areas in which it undertakes its activities. There have been no known significant breaches of these laws and regulations.

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SHARE OPTIONS

At the date of this report, there were:

- 10,000,000 options outstanding in respect of unissued ordinary shares to the current Chief Executive Officer, exercisable at 1.6 cents per share on or before 10 October 2021,
- 100,000,000 options outstanding in respect of unissued ordinary shares to the current Chief Executive Officer, exercisable at 0.2 cent per share on or before 20 July 2022
- 79,500,000 options outstanding in respect of unissued ordinary shares exercisable at 0.2 cent per share on or before 20 July 2022,
- 35,000,000 options outstanding in respect of unissued ordinary shares exercisable at 6 cents per share on or before 8 February 2023,
- 1,600,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.15 cent per share on or before 28 October 2022,
- 250,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.125 cent per share on or before 28 October 2024,
- 200,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.15 cent per share on or before 12 January 2024,
- 520,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.15 cent per share on or before 3 February 2024,
- 600,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.15 cent per share on or before 24 February 2024,
- 860,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.15 cent per share on or before 23 March 2024, and
- 85,000,000 options outstanding in respect of unissued ordinary shares exercisable at 0.3 cent per share on or before 25 November 2023

No person entitled to exercise options had or has any right by virtue of the option to participate in any share issue of the company or any other body corporate.

INSURANCE PREMIUMS

The Company paid a premium, during the year in respect of a director and officer liability insurance policy, insuring the Directors of the Group, the Company Secretary, and executive officers of the Group against a liability incurred as such a Director, secretary or executive officer to the extent permitted by the Corporations Act 2001 (Cth). The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contract.

INDEMNIFYING OFFICERS

During or since the year end, the Company has given an indemnity or entered an agreement to indemnify, the Directors against certain risks they are exposed to as Directors of the Company.

REMUNERATION REPORT - AUDITED

This report details the nature and amount of remuneration for each Director of Carnegie Clean Energy Limited and other Key Management Personnel (KMP) being the Chief Executive Officer, Mr Jonathan Fievez.

Remuneration Policy
The remuneration policy of Carnegie Clean Energy Limited has been designed to align KMP objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of Carnegie Clean Energy Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best KMP to run and manage the Group, as well as create goal congruence between KMP and shareholders.

CARNEGIE CLEAN ENERGY LIMITED
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REMUNERATION REPORT – AUDITED (CONTINUED)

The Board's policy for determining the nature and amount of remuneration for KMP of the Group is as follows:

The remuneration policy, setting the terms and conditions for the Executive Directors and other senior executives, was developed by the Board of Directors after seeking professional advice from independent external consultants. The Board of Directors benchmarks the Company's salaries payable to senior management by reference to independent industry data to ensure that the Company is consistent with prevailing market conditions. All executives receive a base annual salary (which is based on factors such as length of service and experience). The Board of Directors has chosen to adopt an equity-based approach to remunerating executive staff and employees. The Company utilised the Employee Share Option Plan as adopted by shareholders in November 2020 as the mechanism by which options may be issued to executive management and staff to adequately incentivise these individuals.

The Board of Directors reviews executive packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries and then considers the justification of any salary review or participation in the Employee Share Option Plan.

The performance of executives is measured against criteria agreed annually with each executive and is based predominantly on the past year's growth in shareholders' value over the financial year and by contrast with its peers and industry sector. All incentives must be linked to predetermined performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

The Board policy is to remunerate Non-Executive Directors at market rates for time, commitment and responsibilities. The Executive Directors determine payments to the Non-Executive Directors and review their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. No remuneration consultants were used during the year. The maximum aggregate fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Group.

Company Performance, Shareholder Wealth and KMP Remuneration

	2017 $	2018 $	2019* $	2020 $	2021 $
Revenue	4,845,575	10,045,707	534,034	117,668	60,955
Net loss after tax	(14,382,638)	(63,349,694)	(51,930,513)	(275,522)	(931,845)
Share price at year end	0.057	0.024	0.0*	0.001	0.002

* The Company was in suspension on the ASX at 30 June 2019, so no share price was quoted.

The remuneration for each KMP of the Group paid during the year was as follows:

Details of Remuneration for Year Ended 30 June 2021

	Actual rewards received in the period						
	Short-term benefits						
	Cash salary, leave paid and fees	Non Cash Benefits	Post Employment Benefits - Super	Other long term benefits	Share based payments	Total	% of Remuneration Performance Based
Terry Stinson	$ 60,000	$ -	$ 5,700	$ -	$ 8,500	$ 74,200	11.46%
Anthony Shields	$ 40,000	$ -	$ 3,800	$ -	$ -	$ 43,800	-
Michael Fitzpatrick	$ 40,000	$ -	$ 3,800	$ -	$ -	$ 43,800	-
Grant Mooney*	$ 88,000	$ -	$ 3,800	$ -	$ -	$ 91,800	-
Jonathan Fievez	$ 250,000	$ -	$ 23,750	$ -	$ 37,750	$ 311,500	12.12%
Total	**$ 478,000**	**$ -**	**$ 40,850**	**$ -**	**$ 46,250**	**$ 565,100**	**8.18%**

* Fees include $48,000 paid to Mooney & Partners Pty Ltd, a company associated with Grant Mooney, for company secretarial services.

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REMUNERATION REPORT – AUDITED (CONTINUED)

Performance Rights and Options Issued as Part of Remuneration for the Year Ended 30 June 2021

The following performance rights and options were issued to KMP during the year as follows:

KMP	Vested & Granted Number	Grant Date	Expiry Date	Exercise Price	Grant Date Value	Exercised	Forfeited	Balance at 30 June 2021
				$	$	$	$	$
Terry Stinson	100,000,000	25 Nov 20	25 Nov 22	0.3 cents	10,000	(1,500)	-	8,500
Jonathan Fievez	200,000,000	21 Jul 20	20 Jul 22	0.2 cents	75,501	(25,293)	(12,458)	37,750

Details of Remuneration for Year Ended 30 June 2020

	Actual rewards received in the period						
	Short-term benefits						
	Cash salary, leave paid and fees	Non Cash Benefits	Post Employment Benefits - Super	Other long term benefits	Share based payments	Total	% of Remuneration Performance Based
Terry Stinson	$ 39,231	$ -	$ 3,727	$ -	$ -	$ 42,958	-
Anthony Shields	$ 26,154	$ -	$ 2,485	$ -	$ -	$ 28,639	-
Michael Fitzpatrick	$ 26,154	$ -	$ 2,485	$ -	$ -	$ 28,639	-
Grant Mooney*	$ 58,541	$ -	$ 2,485	$ -	$ -	$ 61,026	-
Jonathan Fievez	$ 250,000	$ -	$ 23,750	$ -	$ -	$ 273,750	-
Total	**$ 400,080**	**$ -**	**$ 34,932**	**$ -**	**$ -**	**$ 435,012**	**$ -**

Directors' fees were ceased being paid during the administration period and resumed on 28 October 2019.

* Fees include $32,387 paid to Mooney & Partners Pty Ltd, a company associated with Grant Mooney, for company secretarial services.

Employment Contracts of KMP

The employment conditions of KMP are formalised in Service Contracts.

The Company entered into an executive services agreement with Mr Jonathan Fievez on 27 September 2018 in respect of his employment as the CEO of the Company. The principal terms of the executive services agreement are as follows:

(i) Mr Fievez receives a base salary of $250,000 per annum, excluding mandatory superannuation contributions;
(ii) a cash bonus of up to 30% of the annual gross salary may be payable annually at the discretion of the Directors.
(iii) express provisions protecting the Company's confidential information and intellectual property;
(iv) Mr Fievez may terminate the agreement by giving 3 months' notice in writing to the Company; and
(v) The Company may terminate the agreement (without cause) by giving Mr Fievez 3 months' notice in writing (or make payment in lieu of notice), unless the Company is terminating as a result of serious misconduct (or other similar grounds) by Mr Fievez, in which case no notice is required.

Messrs Fitzpatrick, Mooney and Shields each receive an annual remuneration as Non-Executive Directors of $40,000 (exclusive of mandatory superannuation contributions and GST) while Mr Stinson (Chairman) receives $60,000 per annum (exclusive of mandatory superannuation contributions and GST). These salaries took effect from effectuation of the DOCA on 28 October 2019.

Their appointment shall cease if:
(a) the Non-Executive Director resigns;
(b) at the close of any general meeting of Shareholders at which a resolution of their re-election is not approved;
(c) the Non-Executive Director is removed as a Director in accordance with the Corporations Act or the Constitution.

CARNEGIE CLEAN ENERGY LIMITED
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REMUNERATION REPORT – AUDITED (CONTINUED)

The Company has entered into an agreement for the provision of Company secretarial services by Mooney & Partners Pty Ltd, a company associated with director Mr Grant Mooney. The agreement provides for the provision of Company Secretarial Services to the Company for $48,000 per annum plus statutory superannuation. Both Mr Mooney and the Company can terminate the agreement by giving 3 months' notice to either party.

Termination payments are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct the Company can terminate employment at any time. Termination payments are in accordance with the Corporations Act 2001.

Options and Rights Holdings

Movement in equity settled options and performance rights held by KMP is detailed below:

	Balance 30 June 2020	Granted as Compensation	Rights & Options exercised	Net Change Other	Balance 30 June 2021
Michael Fitzpatrick	860,000,000	-	-	860,000,000[2]	1,720,000,000
Grant Mooney	250,000,000	-	(250,000,000)	-	-
Anthony Shields	450,000,000	-	(60,000,000)	225,000,000[2]	615,000,000
Terry Stinson	-	100,000,000	(15,000,000)	-	85,000,000
Jonathan Fievez	10,000,000	200,000,000	(66,666,666)	(33,333,334)[1]	110,000,000
Total	1,570,000,000	300,000,000	(391,666,666)	1,051,666,666	2,530,000,000

[1] Performance Rights forfeited as consideration for utilising the cashless exercise option of the 66,666,666 rights exercised.

[2] Free-attaching options acquired as a result of conversion of convertible notes.

Details of equity settled options for KMP outstanding at balance date are as follows:

Terms & Conditions for Each Instrument

KMP	Vested & Granted Number	Grant Date	Value per Instrument at Grant Date	Exercise Price	First Exercise Date	Last Exercise Date
Asymmetric Credit Partners[1]	25,000,000	08 Feb18	0.024 cents	6.0 cents	08 Feb 2018	24 Jan 2024
Jonathan Fievez	10,000,000	10 Oct 18	0.10 cents	1.6 cents	10 Oct 2018	10 Oct 2021
Terry Stinson	15,000,000	25 Nov 20	0.01 cents	0.3 cents	25 Nov 2020	25 Nov 2022
Jonathan Fievez	100,000,000	21 Jul 20	0.08 cents	0.2 cents	20 Jul 2022	20 Jul 2022

[1]Asymmetric Credit Partners is a company associated with Anthony Shields.

All options were granted for nil consideration.

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REMUNERATION REPORT – AUDITED (CONTINUED)

Shareholdings

Number of Shares held by KMP

	Balance 30 June 2020	Received as Compensation	Rights & Options Exercised	Net Change Other	Balance 30 June 2021
Terry Stinson	4,700,000	-	15,000,000	-	19,700,000
Michael Fitzpatrick	1,486,826,795	-	-	(465,291,378)	1,021,535,417
Grant Mooney	263,141,390	-	250,000,000	(163,141,390)	350,000,000
Anthony Shields	641,750,000	-	60,000,000	(64,764,508)	636,985,492
Jonathan Fievez	20,000,000	-	66,666,666	(56,666,666)	30,000,000
Total	2,416,418,635	-	391,666,666	1,909,901,422	2,058,220,909

END OF REMUNERATION REPORT

OTHER TRANSACTIONS WITH KMP AND/OR THEIR RELATED PARTIES

Director Grant Mooney and Chief Executive Officer Jonathan Fievez jointly own solar energy microgrid operation and maintenance company EMC Asset Management Pty Ltd (EMCAM). EMCAM provides operation and maintenance services to Carnegie to maintain the Garden Island Solar Battery System. For the period, EMCAM was paid $151,590 inclusive of GST for those services. The Company has established a Committee comprising independent directors Anthony Shields and Terry Stinson to negotiate commercial terms of contracts with EMCAM.

EMCAM also subleases office space from Carnegie at the Rous Head facility in Fremantle, Western Australia. The lease is on commercial terms and was negotiated between EMCAM and the Committee. Rent and outgoings paid to Carnegie during the year totalled to $36,396 including GST.

DIRECTORS' MEETINGS

There were 6 Directors' meetings held during the financial year ended 30 June 2021. Attendances were as follows:

Director	Directors	
	No. Meetings attended	No. Meetings held during time in office
Terry Stinson	6	6
Grant Mooney	6	6
Michael Fitzpatrick	6	6
Anthony Shields	6	6

There were also eleven (11) circular resolutions passed by the Board of Directors during the financial year.

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NON-AUDIT SERVICES

The auditors were not engaged for any non-audit services during the financial year ended 30 June 2021.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 30 June 2021 has been received and can be found on page 36.

Signed on 25 August 2021 in accordance with a resolution of the Board of Directors.

GRANT MOONEY
Director

TERRY STINSON
Director

HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Carnegie Clean Energy Limited for the year ended 30 June 2021, 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 audit; and

b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
25 August 2021

N G Neill
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2021

	Note	Group 2021 $	2020 $
Continuing Operations:			
Revenue	2	60,955	117,668
Gross Profit		60,955	117,668
Other income:			
Expected credit losses		40,866	82,247
Government grants and subsidies		50,000	50,371
Other income	2	1,102,059	19,626
		1,192,925	152,244
Expenses			
Bad and doubtful debts		-	(7,800)
Professional fees		(120,027)	(132,597)
Depreciation and amortisation expense	3	(488,379)	(399,679)
Employee and Directors expenses		(545,513)	(711,256)
Employee share based payments		(108,239)	-
Finance costs		(144,629)	(176,918)
Impairment of non-financial assets	13	(366,443)	-
Occupancy and administration		(312,362)	(654,045)
Other expenses from ordinary activities		(713)	-
Loss before income tax		(2,086,305)	(2,082,295)
Income tax benefit/(expense)		-	-
Loss after tax from continuing operations		(832,425)	(1,812,383)
Profit/(Loss) from discontinued operations	28	(99,420)	1,536,861
Loss after tax from continuing and discontinued operations		(931,845)	(275,522)
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Exchange gains on translating overseas controlled entities and foreign currencies		(674)	(12,507)
Total comprehensive loss for the year		(932,519)	(288,029)
Earnings per share from continuing operations			
Basic loss per share (cents per share)	7	(0.008)	(0.021)
Diluted loss per share (cents per share)	7	(0.008)	(0.021)
Earnings per share from discontinued operations			
Basic profit/(loss) per share (cents per share)	7	0.001	0.018
Diluted profit/(loss) per share (cents per share)	7	0.001	0.018

The accompanying notes form part of these financial statements.

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2021

	Note	Group 2021 $	Group 2020 $
CURRENT ASSETS			
Cash and cash equivalents	8	3,633,171	3,414,671
Trade and other receivables	9	1,398,847	169,815
TOTAL CURRENT ASSETS		5,032,018	3,584,486
NON-CURRENT ASSETS			
Trade and other receivables	9	539,336	542,264
Other financial assets	10	12,414	12,414
Property, plant, and equipment	11	2,092,948	2,357,941
Leased assets – right of use	12	39,940	119,821
Intangibles assets	13	14,274,621	14,590,973
TOTAL NON-CURRENT ASSETS		16,959,259	17,623,413
TOTAL ASSETS		21,991,277	21,207,899
CURRENT LIABILITIES			
Trade and other payables	14	333,762	256,785
Short-term provisions	15	95,785	82,862
Lease liability	16	47,162	79,881
Short-term borrowings	17	-	2,825,000
TOTAL CURRENT LIABILITIES		476,709	3,244,528
NON-CURRENT LIABILITIES			
Long-term provisions	15	68,233	51,837
Lease liability	16	-	48,603
TOTAL NON-CURRENT LIABILITIES		68,233	100,440
TOTAL LIABILITIES		544,942	3,344,968
NET ASSETS		21,446,335	17,862,931
EQUITY			
Share capital	18	207,661,175	203,221,135
Reserves	19	962,970	887,761
Accumulated losses		(187,177,810)	(186,245,965)
TOTAL EQUITY		21,446,335	17,862,931

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2021

Group	Issued Capital	Accumulated Losses	Foreign Currency Reserve	Convertible Note/Option Reserve	Total
Balance at 1 July 2019	194,460,984	(185,970,443)	50,268	850,000	9,390,809
Comprehensive loss					
Loss for the year	-	(275,522)	-	-	(275,522)
Other comprehensive income	-	-	(12,507)	-	(12,507)
Total comprehensive loss for the year	-	(275,522)	(12,507)	-	(288,029)
Transactions with owners					
Share capital issued during the period	5,500,003	-	-	-	5,500,003
Conversion of loans to equity	1,075,000	-	-	-	1,075,000
Conversion of convertible notes to equity	2,250,000	-	-	-	2,250,000
Capital raising costs	(255,500)	-	-	-	(255,500)
Sale of treasury shares	34,615	-	-	-	34,615
Accrual for share issue for interest on convertible note to 30 June 2020	156,033	-	-	-	156,033
Total transactions with owners	8,760,151	-	-	-	8,760,151
Balance at 30 June 2020	**203,221,135**	**(186,245,965)**	**37,761**	**850,000**	**17,862,931**
Balance at 1 July 2020					
Comprehensive loss	203,221,135	(186,245,965)	37,761	850,000	17,862,931
Loss for the year	-	(931,845)	-	-	(931,845)
Other comprehensive loss	-	-	(674)	-	(674)
Total comprehensive loss for the year	-	(931,845)	(674)	-	(932,519)
Transactions with owners					
Shares issued for interest on convertible notes for the period to 24 Nov 2020	300,662	-	-	-	300,662
Reversal of accrual for interest on convertible notes	(156,033)	-	-	-	(156,033)
Exercise of options – transfer from option reserve	32,357	-	-	(32,357)	-
Options cancelled from cashless exercise of staff options	-	-	-	(15,011)	(15,011)
Convertible notes converted into shares	2,825,000	-	-	-	2,825,000
Shares issued from exercise of options	1,469,500	-	-	-	1,469,500
Share issue costs	(31,446)	-	-	-	(31,446)
Share-based payment expense	-	-	-	123,251	123,251
Total transactions with owners	4,440,040	-	-	75,883	4,515,923
Balance at 30 June 2021	**207,661,175**	**(187,177,810)**	**37,087**	**925,883**	**21,446,335**

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
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CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2021

	Note	Group 2021 $	Group 2020 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		153,123	117,668
Interest received		13,552	14,779
Interest paid		-	(20,885)
Payments to suppliers and employees		(924,841)	(2,601,662)
Receipts from R&D Tax Rebate		749,938	-
Receipts from Government grant funding		175,141	1,065,493
Net cash provided by/(used in) operating activities	2	166,913	(1,424,607)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for development of asset		(1,148,537)	(677,517)
Purchase of property, plant and equipment		(160,020)	(1,692)
Proceeds from sale of property, plant and equipment		1,969	15,040
Net cash (used in) investing activities		(1,306,588)	(664,169)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		1,469,500	5,500,003
Share issue costs		(31,444)	(255,500)
Sale of treasury shares		-	34,615
Payments for lease liabilities		(79,881)	(31,277)
Net cash provided by financing activities		1,358,175	5,247,841
Net increase in cash held		218,500	3,159,065
Cash and cash equivalents at beginning of financial year		3,414,671	255,606
Cash and cash equivalents at end of financial year	8	3,633,171	3,414,671

The accompanying notes form part of these financial statements.

CARNEGIE CLEAN ENERGY LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Carnegie Clean Energy Limited ("the Company") is a company domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2021 comprise the Company and its subsidiaries ("the Group"). The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability to its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

The separate financial statements of the Company have not been presented within this financial report as permitted by the Corporations Act 2001. The Group is a 'for profit' entity for financial reporting purposes under Australian Accounting Standards.

The consolidated financial statements were authorised for issue by the Board of Directors on 25 August 2021.

Basis of Preparation

The financial report is a general-purpose financial report that has been prepared in accordance with Australian Accounting Standards (AASB), adopted by the Australian Accounting Standards Board and the *Corporations Act 2001.*

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

New and amended accounting standards and interpretations

In the year ended 30 June 2021, the Directors have reviewed all of the revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting year. The Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company's business and, therefore, no change necessary to the Group accounting policies.

Accounting Policies

Principles of Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Carnegie Clean Energy Limited at the end of the reporting period. A controlled entity is any entity over which Carnegie Clean Energy Limited has the power to direct the activities of the entity and is exposed to, or has rights to, variable returns from its involvement. Control will generally exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

CARNEGIE CLEAN ENERGY LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Carnegie Clean Energy Limited has not formed a tax consolidated group with its Australian wholly owned subsidiaries. As such each entity is responsible for accounting for its own current and deferred tax amounts. Any unused tax losses and unused tax credits are therefore quarantined at each entity and are unavailable to the remainder of the Group.

Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. The capitalised development costs are an intangible asset not yet ready for use and are therefore not currently subject to amortisation.

Impairment of intangible assets

Intangible assets that have an indefinite useful life, or are not yet ready for use, are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying value exceeds its recoverable amount.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of intangible assets (continued)

Recoverable amount is the higher of an assets fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cashflows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cashflow flows are grouped together to form a cash-generating unit.

Property, Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisitions of the items.

Depreciation is calculated on a straight-line basis to write off the net costs of each item of plant & equipment.

The depreciation rates used for each class of depreciable asset are:

Class of Fixed Asset	*Depreciation Rate*
Plant and equipment	1.0% - 50.0%
Microgrid/Battery technology development asset	7 years

Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leaseholder improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

Any item of property, plant and equipment is derecognised upon disposal or where there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the items disposed of is transferred directly to accumulated losses.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentive received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or rate are expensed in the period in which they are incurred.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Lease liabilities (continued)

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following; future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Financial Instruments
Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI).

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. Where appropriate they are subsequently measured at amortised cost using the effective interest method

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Instruments (Continued)

On the issue of convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a financial liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the application of the effective interest method is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option. Where the conversion option meets the definition of equity, it is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Foreign Currency

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred to equity as qualifying cash flow or net investment hedge.

Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Share-based payments

Equity-settled and cash-settled share-based compensation are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- From the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Revenue and Other Income

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contact with a customer; identifies the performance obligations in the contract, determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods of service promised.

Sale of Goods

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue and Other Income (continued)

Rendering of services

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or hourly rate.

Interest

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial asset.

Royalty income

Royalty income is recognised on an accrual basis. Royalty income, when applicable, is received on a quarterly basis and any under or over accrual applicable to previously recognised royalty income is adjusted for based on the receipt of the royalty income entitlement.

Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

Goods and Services Tax (GST) and Value Added Tax (VAT)

Revenues, expenses, and assets are recognised net of the amount of GST and VAT, except where the amount of GST and VAT incurred are not recoverable from the Tax Office. In these circumstances the GST and VAT are recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST and VAT.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST and VAT component of investing and financing activities, which are disclosed as operating cash flows.

Government Grants and Research and Development Tax Incentives

Government grants and research and development tax incentives are recognised at fair value where there is reasonable assurance that the grant or tax incentive will be received, and all grant or tax incentive conditions will be met. Where grantor tax incentive conditions are not yet fully met, grants or tax incentives will be treated as unearned funding in the balance sheet. Grants or tax incentives relating to expense items are recognised as an offset against these expenses to match the costs they are compensating. Grants or tax incentives relating to items capitalised as assets are recognised as an offset against the asset to match the costs they are compensating.

Earnings/(loss) per share

Basic earnings/(loss) per share is calculated as net profit/(loss) attributable to members of the Group, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares on issue throughout the reporting period.

Diluted earnings/(loss) per share is calculated as net profit/(loss) attributable to members of the Group, adjusted for, the dilutive effects of any outstanding unlisted options over ordinary shares in the parent.

Fair Value Measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurement (continued)

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs, and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

Derivatives not designed as hedging instruments

Forward sale contracts for large scale generation certificates are recognised when the entity becomes a party to the contractual provisions to the instrument. The Group has not designated these as hedging instruments and recognises the fair value gain or loss on these instruments at each balance date through the statement of profit or loss.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the large-scale generation certificates takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principle market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset of liability, assuming that market participants act in their economic best interest.

Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

Financial Assets

The Group has no significant financial assets held at fair value, not did it have any in the prior period.

Financial Liabilities

The Group has no significant financial liabilities held at fair value through the profit or loss, nor did it have any in the prior period.

Allowance for expected credit losses

The allowance for expected credit losses assessment required a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include historical collection rates, the impact of the Coronavirus (COVID-19) pandemic and forward-looking information that is available. The allowance for expected credit losses is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New Accounting Standards for Application in Future Periods

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2021. New Accounting Standards applicable for future periods are not expected to have a material impact on the Group.

Significant accounting judgements, estimates and assumptions

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Impairment of development asset

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. Annual impairment testing is also carried out for all intangible assets (refer to Note 13).

The CETO development asset is an intangible asset which is not yet available for use which the Group tests annually for impairment. Refer to Note 13 for details of the significant assumptions and judgements utilised in this assessment.

Useful lives of available for use intangible assets

Acquired intellectual property and development costs in respect of an asset available for use that has a finite life is amortised over the asset's useful life. The Group assesses the useful life based on conditions specific to the Group and to the particular asset, including the expected usage of the asset by the Group, public information on estimates of useful lives of similar assets, and technical and technological obsolescence.

Share based payment transactions

The Group measures the cost of equity settled transactions with employees by reference to the fair value of the equity instrument at the date at which they are granted. The fair value is determined by using the Black Scholes valuation method taking into consideration the terms and conditions upon which the instruments are granted (refer to Note 26).

NOTE 2: REVENUE AND OTHER INCOME

The Group derives its sales revenue from the sale of goods and provision of services under AASB 15.

	Group	
	2021	**2020**
	$	**$**
Sales revenue		
Garden Island Microgrid (point in time)	60,955	117,668
Other income		
Interest income	15,088	17,806
Sale of gold royalty rights	1,000,000	-
Other income	9,452	1,820
Returned bank guarantee	58,899	-
Rental income	18,620	-
	1,102,059	19,626

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 3: DEPRECIATION AND AMORTISATION EXPENSE

		Group	
	Notes	**2021**	**2020**
		$	**$**
Depreciation – property, plant, and equipment	11	11,589	17,037
Amortisation - property, plant, and equipment	11	396,909	342,702
Amortisation– right of use asset	12	79,881	39,940
		488,379	399,679

NOTE 4: INCOME TAX EXPENSE

a. The components of tax expense comprise:

Current tax expense		
Current period	-	-
	-	-

b. The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:

	2021	**2020**
	$	**$**
— Loss from continuing operations	(832,425)	(1,812,383)
— Loss from discontinued operations	(99,420)	1,536,861
— Total Loss for the year	(931,845)	(275,522)
— Income tax at 30.0% (2020: 27.5%)	(279,553)	(75,768)
Add/(Deduct): Tax effect of:		
— Other non-allowable items	(9,863)	19,349
— Non-deductible R&D costs	1,827	2,803
— Assessable government grants	-	268,407
— Share options expenses during the year	32,472	-
— Movement in deferred tax balances not recognised	206,766	(228,175)
— Effect of lower foreign tax rates	48,350	13,384
	-	-

The Group has tax revenue losses carried forward of $49,374,504 (2020: $45,858,289) and capital tax losses carried forward of $1,239,028 (2020: $1,239,028). The tax losses do not expire under current tax legislation. Deferred tax asset has not been recognised in respect of tax losses carried forward as a formal assessment of the recoverability of the tax losses under the current tax legislation has not been performed.

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NOTE 5: INTERESTS OF KEY MANAGEMENT PERSONNEL (KMP)

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's KMP for the year ended 30 June 2021.

Names and positions held in economic and parent entity by KMP in office at any time during the financial year are:

Key Management Person	*Position*
Terry Stinson	Non-Executive Chairman
Michael Fitzpatrick	Non-Executive Director
Grant Mooney	Non-Executive Director and Company Secretary
Anthony Shields	Non-Executive Director
Jonathan Fievez	Chief Executive Officer

The totals of remuneration paid to KMP of the Group during the year are as follows:

	2021	**2020**
	$	**$**
Short term employee benefits	478,000	400,080
Share based payments	46,250	-
Post-employment benefits	40,850	34,932
	565,100	435,012

NOTE 6: AUDITORS' REMUNERATION

	Group	
	2021	**2020**
	$	**$**
• Remuneration of the current auditor of the Group for auditing or reviewing the financial report	61,210	117,350
• Remuneration of the previous auditor of the Group for auditing or reviewing the financial report	-	5,000
	61,210	122,350

NOTE 7: EARNINGS/(LOSS) PER SHARE

	Group	
	2021	**2020**
Basic loss per share (cents per share) from continuing operations	(0.008)	(0.021)
Diluted loss per share (cents per share) from continuing operations	(0.008)	(0.021)
Basic profit/(loss) per share (cents per share) from discontinued operations	0.001	0.018
Diluted profit/(loss) per share (cents per share) from discontinued operations	0.001	0.018

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 7: EARNINGS/(LOSS) PER SHARE (CONTINUED)

	Group	
	2021	**2020**
(a)	**$**	**$**
Loss used in the calculation of basic and diluted EPS – continuing operations	(832,425)	(1,812,383)
Profit/(loss) used in the calculation of basic and diluted EPS – discontinuing operations	(99,420)	1,536,861

	Group	
	2021	**2020**
(b) Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	12,330,363,393	8,448,446,149

As at 30 June 2020 and 30 June 2021, the outstanding options were not dilutive as the Group made net losses in both years.

NOTE 8: CASH AND CASH EQUIVALENTS

	Group	
	2021	**2020**
	$	**$**
Cash on hand	245	134
Cash at bank	1,632,926	2,414,537
Term deposits	2,000,000	1,000,000
	3,633,171	3,414,671

NOTE 9: TRADE AND OTHER RECEIVABLES

Group	**Gross Amount**	**Past due but not impaired (days overdue)**			**Within trade terms**
2021		**1-30**	**31-60**	**61+**	
	$	**$**	**$**	**$**	**$**
CURRENT					
Trade receivables	108,977	-	-	-	108,977
Net trade receivables	108,977	-	-	-	108,977
Prepayments	42,837	-	-	-	42,837
Other receivables*	247,033	-	-	-	247,033
Receivable for sale of gold royalty rights	1,000,000	-	-	-	1,000,000
	1,398,847	-	-	-	1,398,847

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NOTE 9: TRADE AND OTHER RECEIVABLES (CONTINUED)

Group	Gross Amount	Past due but not impaired (days overdue)			Within trade terms
2021		1-30	31-60	61+	
	$	$	$	$	$
NON-CURRENT					
Security deposits	539,336	-	-	-	539,336
	539,336	-	-	-	539,336

* Other receivables are mainly represented by R&D rebate receivable, GST receivable and accrued income.

Group	Gross Amount	Past due but not impaired (days overdue)			Within trade terms
2020		1-30	31-60	61+	
	$	$	$	$	$
CURRENT					
Trade receivables	137,592	-	-	-	137,592
Net trade receivables	137,592	-	-	-	137,592
Other receivables*	32,223	-	-	-	32,223
	169,815	-	-	-	169,815
NON-CURRENT					
Security deposits	542,264	-	-	-	542,264
	542,264	-	-	-	542,264

* Other receivables are mainly represented by R&D Refund receivable, GST receivable and accrued income.

NOTE 10: FINANCIAL ASSETS

	Group 2021	Group 2020
	$	$
Non-current financial assets	12,414	12,414
Non-current financial assets comprise:		
Unlisted investment, shares in other corporations	12,414	12,414

Financial assets comprise investments in the ordinary issued capital of various entities. There are no fixed returns or fixed maturity date attached to these investments.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 11: PROPERTY, PLANT AND EQUIPMENT

	Group	
Plant and equipment:	**2021**	**2020**
	$	**$**
At cost	2,977,194	2,844,013
Accumulated depreciation	(884,246)	(486,072)
Total plant and equipment	2,092,948	2,357,941

Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

Group:	**Plant and Equipment 2021 $**	**Plant and Equipment 2020 $**
Balance at the beginning of year	2,357,941	2,675,949
Additions	143,505	41,731
Depreciation expense	(408,498)	(359,739)
Carrying amount at the end of year	2,092,948	2,357,941

NOTE 12: RIGHT-OF-USE ASSETS

	Group	
	2021	**2020**
	$	**$**
Cost	159,761	159,761
Accumulated amortisation	(119,821)	(39,940)
Closing balance at end of the period	39,940	119,821

	Group	
	2021	**2020**
Reconciliation - Premises	**$**	**$**
Balance at the beginning of period	119,821	-
Additions	-	159,761
Amortisation expense	(79,881)	(39,940)
Closing Balance at end of the period	39,940	119,821

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 13: INTANGIBLE ASSETS

Intangibles – CETO technology development asset	Group	
	2021	**2020**
	$	**$**
Movements for year ended 30 June		
Opening Balance	14,590,973	15,000,000
Subsequent development expenditure – CETO Technology	1,181,316	656,466
Other grants received	(159,218)	(1,065,493)
R&D tax incentives	(971,843)	-
Impairment (i)	(366,607)	-
Balance as at 30 June	14,274,621	14,590,973

(i) The impairment was recognised due to the Wave Hub project finalisation in CETO Wave Energy UK Limited. As there is no longer an active project, the intangible asset value could not be carried forward.

The CETO technology has yet to be commercialised and is in the development phase. As it is not yet ready for use, it is necessary to test the asset annually for impairment. The recoverable amount is determined as the fair value less costs to sell and the 'relief from royalty' methodology (RRM) is used to determine this amount. Management has considered the RRM as being the most appropriate methodology to value CETO technology as:

- RRM is a commonly used and widely accepted method for valuing intellectual property (IP), and
- A cost-based approach can be used as a crosscheck using the costs required to replicate the IP. Whilst Management have details on the historical expenditure incurred in developing and maintaining the IP, it is not possible to identify what proportion of the historical expenditure is now obsolete.

A market-based approach is also rarely applied in the valuation of IP due to lack of comparable transactions of IP from which valuation metrics can be observed and deducted. The basic principle of the relief from royalty methodology (RRM) is that if the intellectual property (IP) is not owned, there would need to be payment to license it from the IP owner. By virtue of owning the asset, the IP owner is 'relieved' from the responsibility of licensing the IP from a third party. The value of that is therefore benchmarked to the hypothetical cost to license such IP from a third party.

The determination of fair value is based on 'fair value' as defined under *AASB 13: Fair Value Measurement*. In the current year management has prepared a valuation model using the RRM which was then assessed by a suitably qualified independent consultant during the financial year. The RRM utilises an estimate of the forecast royalty stream that a hypothetical third party would pay to utilise the IP less the costs of commercialisation.

The development asset in its entirety is classified as level 3 in the fair value hierarchy.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive. The calculation of the fair value less cost of disposal is based on the following key assumptions:

- Expected revenue generated from the sale of CETO IP units, based on a minority market share of the world's installed wave energy capacity;
- Remaining useful life of the IP will have a life beyond the remaining patent period as new technology is developed and patented. As such, a 15-year forecast period with a terminal value has been utilised in the financial model;
- A royalty rate range of 3% to 5% with a mid-point of 4% has been applied. To determine a royalty rate range, royalty rates associated with the renewable energy sector were considered and selected;

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NOTE 13: INTANGIBLE ASSETS (CONTINUED)

- Management estimates of the cost to Carnegie (net of grants and research & development rebates) to commercialise would require an R&D budget of $2 million per year until 2026;
- A tax rate of 25% until revenues reach $50m and 30% where revenue is above $50m;
- A discount rate of 21% derived by applying the capital asset pricing model (CAPM).

On this basis no additional impairment is required.

NOTE 14: TRADE AND OTHER PAYABLES

	Group 2021 $	2020 $
Trade creditors	162,785	210,623
Accruals	170,977	46,162
	333,762	256,785

NOTE 15: PROVISIONS

Current	*Group* 2021 $	2020 $
Annual, Long Service Leave and Other Employee Provisions	95,785	82,862
	95,785	82,862
Non-current		
Long Service Leave and Other Employee Provisions	68,233	51,837
	68,233	51,837

Provision for Employee Benefits

A provision has been recognised for employee entitlements relating to long service leave (LSL) and annual leave. In calculating the present value of future cash flows in respect of LSL, the probability of LSL being taken is based on historical data. The measurement and recognition criterial relating to employee benefits have been included in Note 1 of this report.

NOTE 16: LEASE LIABILITY

Premises	**Group** 2021 $	2020 $
Current liabilities	47,162	79,881
Non-current liabilities	-	48,603
Total lease liability	47,162	128,484

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NOTE 16: LEASE LIABILITY (CONTINUED)

	Group	
Reconciliation	**2021**	**2020**
	$	**$**
Opening balance at beginning of period	128,484	-
Liabilities incurred during the year (i)	-	159,761
Principal repayments	(81,322)	(31,277)
Closing Balance 30 June	47,162	128,484

(i) Extension of Fremantle office lease to 31 December 2021.

NOTE 17: BORROWINGS

	Group	
Current	**2021**	**2020**
	$	**$**
Carnegie convertible notes	-	2,825,000
	-	2,825,000
Convertible Notes reconciliation		
Balance at the beginning of the period	2,825,000	6,039,987
Unwinding of finance costs	-	110,013
Conversion to equity during the period	(2,825,000)	(3,325,000)
Cancel existing convertible notes	-	(2,825,000)
Placement of new convertible notes, expiry 31 March 2021	-	2,825,000
	-	2,825,000

During the year all convertible notes were converted into shares, as follows:

- On 12 January 2021, 10 convertible notes with a face value of $25,000 each were converted into shares at an issue price of $0.00125 per share with 1 attaching option per share exercisable at $0.0015 per share with an expiry of 3 February 2024. 200,000,000 shares and 200,000,000 options were issued as a result of this. Interest on the convertible notes was also paid in shares as per the convertible notes agreement.
- On 3 February 2021, 26 convertible notes with a face value of $25,000 each were converted into shares at an issue price of $0.00125 per share with 1 attaching option per share exercisable at $0.0015 per share with an expiry of 3 February 2024. 520,000,000 shares and 520,000,000 options were issued as a result of this. Interest on the convertible notes was also paid in shares as per the convertible notes agreement.
- On 24 February 2021, 34 convertible notes with a face value of $25,000 each were converted into shares at an issue price of $0.00125 per share with 1 attaching option per share exercisable at $0.0015 per share with an expiry of 24 February 2024. 680,000,000 shares and 680,000,000 options were issued as a result of this. Interest on the convertible notes was also paid in shares as per the convertible notes agreement.
- On 24 March 2021, 43 convertible notes with a face value of $25,000 each were converted into shares at an issue price of $0.00125 per share with 1 attaching option per share exercisable at $0.0015 per share with an expiry of 24 March 2024. 860,000,000 shares and 860,000,000 options were issued as a result of this. Interest on the convertible notes was also paid in shares as per the convertible notes agreement.

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NOTE 18: SHARE CAPITAL

	Group	
	2021 **$**	**2020** **$**
14,702,573,710 (2020: 11,141,452,450) fully paid ordinary shares	207,661,176	203,221,135

Ordinary shares have no par value. There is no limit to the authorised share capital of the Company.

a. **Ordinary shares number**	**2021 No.**	**2020 No.**
At the beginning of reporting period	11,141,452,450	2,881,452,450
Shares issued during the year		
— Rights issue 28 October 2019	-	5,500,000,000
— Shares issued from conversion of 50% of HMF loan to equity 28 October 2019	-	460,000,000
— Shares issued from conversion of 50% of the old convertible Notes to equity 28 October 2019	-	1,800,000,000
— Shares issued from conversion of funding loans to DoCA proponents 28 October 2020	-	500,000,000
— Shares issued as payment for interest on convertible notes 24 November 2020	188,333,330	-
— Conversion of 10 convertible notes plus interest on the 10 convertible notes up to conversion 12 January 2021	202,282,778	-
— Conversion of 26 convertible notes plus interest on the 26 convertible notes up to conversion 3 February 2021	526,281,363	-
— Conversion of 34 convertible notes plus interest on the 34 convertible notes up to conversion 24 February 2021	689,736,611	-
— Exercise of employee options 3 March 2021	80,666,666	-
— Exercise of options 3 March 2021	200,000,000	-
— Exercise of Director options 5 March 2021	250,000,000	-
— Conversion of 43 convertible notes plus interest on the 43 convertible notes up to conversion 24 March 2021	868,820,512	-
— Exercise of options 24 March 2021	60,000,000	-
— Exercise of options 26 March 2021	200,000,000	-
— Exercise of Director options 16 April 2021	15,000,000	-
— Exercise of options 27 April 2021	200,000,000	-
— Exercise of options 10 May 2021	80,000,000	-
At reporting date	14,702,573,710	11,141,452,450

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 18: SHARE CAPITAL (CONTINUED)

	Group	
b. Ordinary shares $	**2021 $**	**2020 $**
At the beginning of reporting period	203,221,135	194,460,984
Shares issued during the year		
— Rights issue 28 October 2019 @ $0.001 per share	-	5,500,003
— Shares issued from conversion of 50% of the HMF loan to equity 28 October 2019 @ $0.00125 per share	-	575,000
— Shares issued from conversion of 50% of the old convertible Notes to equity 28 October 2019 @ $0.00125 per share	-	2,250,000
— Shares issued from conversion of funding loans to DoCA proponents 28 October 2019 @ $0.001 per share	-	500,000
— Sale of treasury shares	-	34,615
— Shares issued as payment for interest on convertible notes 24 November 2020	226,000	-
— Conversion of 10 convertible notes plus interest on the 10 convertible notes up to conversion 12 January 2021	255,022	-
— Conversion of 26 convertible notes plus interest on the 26 convertible notes up to conversion 3 February 2021	663,819	-
— Conversion of 34 convertible notes plus interest on the 34 convertible notes up to conversion 24 February 2021	871,421	-
— Exercise of employee options 3 March 2021	32,856	-
— Exercise of options 3 March 2021	300,000	-
— Exercise of Director options 5 March 2021	312,500	-
— Conversion of 43 convertible notes plus interest on the 43 convertible notes up to conversion 24 March 2021	1,109,400	-
— Exercise of options 24 March 2021	90,000	-
— Exercise of options 26 March 2021	300,000	-
— Exercise of Director options 16 April 2021	46,500	-
— Exercise of options 27 April 2021	300,000	-
— Exercise of options 10 May 2021	120,000	-
Accrual for unissued shares (interest on convertible notes)	(156,033)	156,033
Share issue costs	(31,446)	(255,500)
At reporting date	207,661,177	203,221,135

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 18: SHARE CAPITAL (CONTINUED)

c. **Capital Management**

Management controls the capital of the group in order to ensure that the Group can fund its operations and continue as a going concern.

The Group's capital is made up of ordinary share capital and debt funding via convertible notes.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. This includes the management of share issues.

During the year, convertible notes were 100% converted to equity (Refer to Note 17), in addition, options were exercised during the year.

NOTE 19: RESERVES

		Group	
		2021	**2020**
		$	**$**
a.	**Foreign Currency Translation Reserve**		
	The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries and foreign currencies.	37,356	37,760
b.	**Convertible Note/Option Reserve**		
	The reserve records items recognised as expenses on valuation of share options and share based payments including loan funded shares. It also records amounts classified as "equity" under the requirements of AASB 132.	925,883	850,000
	Total	963,239	887,760

NOTE 20: BUSINESS RISK

The net loss of the Group for the financial year ended 30 June 2021 was $931,845, which included a loss on discontinued operations of $99,420. (2020: net loss $275,522, which included a profit on discontinued operations of $1,536,861). As at 30 June 2021, the Group had net assets of $21,446,335 (2020: $17,862,931).

As the Group continues to develop its proprietary technologies, it expects to have a net decrease in cash from operating activities until it achieves positive cash flow.

The Group cannot say with certainty when it will become profitable because of the uncertainties associated with successfully commercializing a wave energy technology. If existing resources are insufficient to satisfy the liquidity requirements, the Group may seek to sell its solar microgrid asset, issue additional equity or debt securities or obtain credit facilities. If the Group is unable to obtain required financing, it may be required to reduce the scope of its planned product development and commercialization efforts which could adversely affect its financial position and operating results.

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NOTE 21: OPERATING SEGMENTS

The Group identifies its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Group is organised into two operating segments:

- Discontinued operations
- Continuing operations

No operating segments have been aggregated to form the above reportable operating segments.

The financial information presented in the statement of comprehensive income and statement of financial position is the same as that presented to the chief operating decision maker. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. However, financing (including finance costs and finance income), gains and losses on fair value movements through profit and loss, royalties, share of profit and losses of associates, losses on consolidation and disposal of associates, and income taxes are managed on a group basis and are not allocated to operating segments.

Intersegment transactions are on arm's length basis and are eliminated on consolidation. Intersegment loans are initially recognised at the consideration received and earn or incur interest at prevailing market rates. Intersegment loans are eliminated on consolidation.

All amounts reported to the Board of Directors as the chief decision maker are in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

2021	Continuing Operations	Discontinued Operations	Total segments	Adjustments and eliminations	Consolidated
Revenue					
External customers	60,955	-	60,955	-	60,955
	60,955	-	60,955	-	60,955

2021	Continuing Operations	Discontinued Operations	Total segments	Adjustments and eliminations	Consolidated
Segment profit/(loss)	(832,425)	(99,420)	(931,845)	-	(931,845)
Total assets	21,911,277	-	21,911,277	-	21,911,277
Total liabilities	(544,942)	-	(544,942)	-	(544,942)

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 21: OPERATING SEGMENTS (CONTINUED)

2020	Continuing Operations	Discontinued Operations	Total segments	Adjustments and eliminations	Consolidated
Revenue					
External customers	117,668	-	117,668	-	117,668
	117,668	-	117,668	-	117,668

2020	Continuing Operations	Discontinued Operations	Total segments	Adjustments and eliminations	Consolidated
Segment loss	(1,812,383)	1,536,861	(275,522)	-	(275,522)
Total assets	21,207,899	-	21,207,899	-	21,207,899
Total liabilities	(3,344,968)	-	(3,344,968)	-	(3,344,968)

NOTE 22: RECONCILIATION OF CASH FLOW FROM OPERATIONS WITH PROFIT/(LOSS) AFTER INCOME TAX

	Group 2021 $	Group 2020 $
Loss after income tax	(931,845)	(275,522)
Non-cash flows in loss		
Depreciation and amortisation	488,379	399,679
Impairment	366,443	-
Effect of discontinued operations	(99,420)	1,536,861
Government funding capitalised	1,122,812	-
Share based payments	108,239	-
Doubtful Debts	-	7,800
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries		
(Increase)/decrease in trade and other receivables	(1,229,030)	1,946,518
(Decrease)/increase in development assets	251,436	(56,435)
Increase/(decrease) in trade payables and accruals	76,977	(4,997,040)
Increase/(decrease) in provisions	12,922	(13,532)
Net cashflow from (used in) operations	166,913	(1,424,607)

NOTE 23: EVENTS AFTER THE REPORTING PERIOD

Carnegie sold the gold royalty rights held by the Company over part of the Higginsville Gold Project in Western Australia. The rights were sold to Karora Resources Limited on 30 June 2021 for $1 million cash. Proceeds from the sale of the gold royalty of $1 million were received on 1 July 2021.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 24: RELATED PARTY TRANSACTIONS

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Group has not recorded any impairment on receivables relating to amounts owed by related parties.

Transactions and balances with Director related entities

Company secretarial services have been provided by Mooney & Partners Pty Ltd, a company associated with Grant Mooney during the financial year. These amounts have been included in the disclosures at Note 5. These transactions were undertaken under normal commercial terms.

Director Grant Mooney and Chief Executive Officer Jonathan Fievez jointly own solar energy microgrid operation and maintenance company EMC Asset Management Pty Ltd (EMCAM). EMCAM provides operation and maintenance services to Carnegie to maintain the Garden Island Solar Battery System. For the period, EMCAM was paid $151,590 inclusive of GST for those services. The Company has established a Committee comprising independent directors Anthony Shields and Terry Stinson to negotiate commercial terms of contracts with EMCAM.

EMCAM also subleases office space from Carnegie at the Rous Head facility in Fremantle, Western Australia. The lease is on commercial terms and was negotiated between EMCAM and the Committee. Rent and outgoings paid to Carnegie during the year totalled to $36,396 including GST.

Balances outstanding with Director and Director related entities:

	2021 $	2020 $
Mooney & Partners Pty Ltd	4,400	4,400
Asymmetric Arbitrage Ltd – 10 convertible notes (1)	-	250,000
HFM Investments Pty Ltd – 23 convertible notes (2)	-	575,000
Log Creek Pty Ltd <88 Green A/c> - 20 convertible notes (2)	-	500,000
EMC Asset Management	12,566	-

(1) Asymmetric Arbitrage Ltd is a company associated with Anthony Shields, who is a Director.

(2) HFM Investments Pty Ltd and Log Creek Pty Ltd <88 Green A/c> are companies associated with Mike Fitzpatrick, who is a Director.

Balances receivable with Director and Director related entities:

	2021 $	2020 $
EMC Asset Management	2,030	-

NOTE 25: FINANCIAL RISK MANAGEMENT

Financial Risk Management Policies

The Board of Directors has responsibility for, amongst other issues, monitoring and managing financial risk exposures of the Group. The board monitors the Group's financial risk management policies and exposures and approves the financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to commodity price risk, counter party credit risk, currency risk, financing risk and interest rate risk.

(a) **Interest rate risk**

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates. The effective weighted average interest rates in classes of financial assets and liabilities is as follows:

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 25: FINANCIAL RISK MANAGEMENT (CONTINUED)

Group **30 June 2021:**	**Weighted Average Effective Interest Rate** **%**	**Floating Interest Rate** **$**	**Fixed Interest Rate Maturing** **Within year** **$**	 **1 to 5 years** **$**	**Non-interest Bearing** **$**	**Total** **$**
Financial assets:						
Cash and cash equivalents	0.37	1,000,386	2,000,000	-	632,785	3,633,171
Receivables	-	-	-	-	1,108,976	1,108,976
Financial assets	-	-	-	-	12,414	12,414
		1,000,386	2,000,000	-	1,754,175	4,754,561
Financial liabilities:						
Accounts payable		-	-	-	333,762	333,762
		-	-	-	333,762	333,762

Group **30 June 2020:**	**Weighted Average Effective Interest Rate** **%**	**Floating Interest Rate** **$**	**Fixed Interest Rate Maturing** **Within year** **$**	 **1 to 5 years** **$**	**Non-interest Bearing** **$**	**Total** **$**
Financial assets:						
Cash and cash equivalents	0.81	1,414,671	2,000,000	-	-	3,414,671
Receivables	-	-	-	-	70,950	70,950
Financial assets	-	-	-	-	12,414	12,414
		1,414,671	2,000,000	-	83,364	3,498,035
Financial liabilities:						
Accounts payable		-	-	-	256,785	256,785
Borrowings	0.08	-	2,825,000	-	-	2,825,000
		-	2,825,000	-	256,785	3,081,785

(b) **Credit Risk**

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount, net of any provisions for doubtful debts, as disclosed in the Statement of Financial Position and notes to the Statement of Financial Position.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group. The credit risk on liquid funds is limited because the counter parties are banks with high credit ratings.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 25: FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) **Net fair value**

The net fair value and carrying amounts of financial assets and financial liabilities are disclosed in the Statement of Financial Position and in the notes to the Statement of Financial Position.

For unlisted investments where there is no organised financial market the net fair value has been based on a reasonable estimation of the underlying net assets or discounted cash flows of the investment, where this could not be done, they have been carried at cost. No financial assets or financial liabilities are readily traded on organised markets in standardised form other than investments.

Financial Instruments Measured at Fair Value

The financial instruments recognised at fair value in the Statement of Financial Position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following levels:

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

2021	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Financial assets:				
Financial assets:				
— Unlisted investments	-	-	12,414	12,414
	-	-	12,414	12,414
2020				
Financial assets:				
Financial assets:				
— Unlisted investments	-	-	12,414	12,414
	-	-	12,414	12,414

(d) **Sensitivity Analysis**

Interest Rate Risk

The group is not subject to any significant interest rate risk.

(e) **Liquidity Risk**

Liquidity risk arises form the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- Preparing forward looking cash flow analysis in relation to its operational, investing and financing activities;
- Monitoring undrawn credit facilities;
- Obtaining funding from variety of sources;
- Managing credit risk related to financial assets;
- Investing only in surplus cash with major financial institutions; and
- Comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 26: SHARE BASED PAYMENTS

Types of share-based payment plans

Employee share option plan

Share options are granted to executives and staff at the discretion of the Board of Directors. Share options are only granted to Directors' after approval by shareholders. The plan is designed to align participants' interests with those of shareholders by increasing value of the Company's shares. Under the plan, the exercise price of the options is set by the Board of Directors at the time of issue.

Consultant & financier share options

Share options are granted to consultants at the discretion of the Board of Directors for services provided to the Group. The exercise price of the options is set by the Board of Directors at the time of issue.

Consultant & financier shares

Shares are granted to consultants and financiers at the discretion of the Board of Directors for services provided to the Group.

Total options and rights outstanding and exercisable are as follows;

2021

Grant Date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
8 Feb 2018	24 Jan 2024	$0.06000	35,000,000	-	-	-	35,000,000
10 Oct 2018	10 Oct 2021	$0.01600	10,000,000	-	-	-	10,000,000
28 Oct 2019	12 Jan 2024	$0.00150	2,260,000,000	-	(660,000)	-	1,600,000,000
28 Oct 2019	28 Oct 2024	$0.00125	500,000,000	-	(25,000,000)	-	250,000,000
21 Jul 2020	20 Jul 2022	$0.00200	-	200,000,000	(66,666,666)	(33,333,334)	100,000,000
21 Jul 2020	20 Jul 2022	$0.00200	-	100,000,000	(14,000,000)	(6,500,000)	79,500,000
12 Jan 2021	12 Jan 2024	$0.00150	-	200,000,000	-	-	200,000,000
3 Feb 2021	3 Feb 2024	$0.00150	-	520,000,000	-	-	520,000,000
24 Feb 2021	24 Feb 2024	$0.00150	-	680,000,000	(80,000,000)	-	600,000,000
24 Mar 2021	23 Mar 2024	$0.00150	-	860,000,000	-	-	860,000,000
24 Mar 2021	25 Nov 2022	$0.00300	-	100,000,000	(15,000,000)	-	85,000,000
			2,805,000,000	2,660,000,000	(201,326,666)	(39,833,334)	4,339,500,000
Weighted average exercise price			**0.00143**	**0.00161**	**0.00186**	**0.00200**	**0.00204**

The options outstanding as at 30 June 2021 had a weighted average exercise price of $0.002 and a weighted average remaining contractual life of 2.58 years. Exercise prices range from $0.00125 to $0.06 in respect to options outstanding as at 30 June 2021.

For the rights and options granted during the financial year, the valuation model inputs used to determine the fair value at the grant date are as follows. These rights and options were issued pursuant to shareholder approval at the Annual General Meeting held 25 November 2020.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 26: SHARE BASED PAYMENTS (CONTINUED)

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
[1] 25 Nov 2020	25 Nov 2022	$0.0015	$0.003	75%	0%	0.25%	$0.0001
[2] 21 July 2020	20 July 2022	$0.0015	$0.002	120%	0%	0.26%	$0.0008

NOTE 27: PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared applying policies that are consistent with those of the Group.

	2021 $	2020 $
STATEMENT OF FINANCIAL POSITION		
ASSETS		
Current assets	5,026,790	3,547,346
Non-current assets	11,237,159	17,666,720
TOTAL ASSETS	16,263,950	21,214,066
LIABILITIES		
Current liabilities	476,258	3,245,048
Non-current liabilities	68,233	100,440
TOTAL LIABILITIES	535,492	3,345,488
TOTAL NET ASSETS	15,728,458	17,898,578
EQUITY		
Issued capital	207,661,177	203,221,135
Reserves	925,883	850,000
Accumulated losses	(192,858,602)	(186,202,557)
TOTAL EQUITY	15,728,458	17,898,578
STATEMENT OF COMPREHENSIVE INCOME		
Total loss	(511,342)	(141,707)
Total comprehensive loss	(511,342)	(141,707)

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 28: PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS

On 14 March 2019, EMC was placed into voluntary administration. After holding meetings with creditors, the Administrators placed EMC into liquidation. In addition, the loss from Northam Solar farm was also classified as a discontinued operation. The total losses written off are as follows:

	2021 $	2020 $
Cash from sale of Northam Solar Farm	-	(200,868)
Creditors, accruals and other liabilities	-	3,783,432
Payment to Creditor Trust as agreed for delay in relisting	-	(463,615)
KordaMentha administration fee	(50,000)	(1,400,000)
Cash transferred to creditors trust	-	(18,253)
Payment to Creditor Trust for Northam Solar Farm expired bank guarantee	-	(163,835)
Reimbursement to KordaMentha for FY19 R&D tax fee	(37,724)	-
Payment of outstanding Business Activity Statement from pre-administration period	(14,678)	-
Accrual of Northam Solar Farm bank account to be transferred to creditors trust	2,982	-
Profit/(Loss) from discontinued operations	(99,420)	1,536,861

NOTE 29: INTERESTS IN SUBSIDIARIES AND JOINT ARRANGEMENTS

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 1:

	Country of Incorporation	Percentage Owned (%) 2021	Percentage Owned (%) 2020
Carnegie Recreational Watercraft Pty Ltd	Australia	100	100
CETO IP (Australia) Pty Ltd	Australia	100	100
CETO Wave Energy Ireland	Ireland	100	100
CETO Wave Energy UK	United Kingdom	100	100
CMA Nominees Pty Ltd	Australia	100	100
New Millennium Engineering Pty Ltd	Australia	100	100
Pacific Coast Wave Energy Corp	Canada	95	95

NOTE 30: COMPANY DETAILS

The registered office and Principal place of business of the Company is:

Carnegie Clean Energy Limited
21 North Mole Drive
NORTH FREMANTLE WA 6159

CARNEGIE CLEAN ENERGY LIMITED
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DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. the financial statements and notes, as set out on pages 41 to 68, are in accordance with the *Corporations Act 2001* and:
    a. comply with Accounting Standards and the *Corporations Regulations 2001*;
    b. give a true and fair view of the financial position as at 30 June 2021 and of the performance for the year ended on that date of the Group;
2. the financial statements comply with International Financial Reporting Standards as set out in Note 1;
3. the remuneration disclosures that are contained in the Remuneration Report in the Directors' Report comply with the *Corporations Act 2001* and the *Corporations Regulations 2001*; and
4. the Managing Director and Chief Finance Officer have each declared that:
    a. the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
    b. the financial statements and notes for the financial year comply with the Accounting Standards; and
    c. the financial statements and notes for the financial year give a true and fair view;
5. In the Director's 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
Director

Dated this 25th day of August 2021

HLB MANN JUDD
ADVISORY AND ACCOUNTING

INDEPENDENT AUDITOR'S REPORT

To the members of Carnegie Clean Energy Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Carnegie Clean Energy Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group 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* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

HLB MANN JUDD
ADVISORY AND ACCOUNTING

Key Audit Matter	How our audit addressed the key audit matter
Fair value of intangible assets Refer to Note 13	
As at 30 June 2021, the Group has recorded intangible assets with a value of $14,274,621 which relate to capitalised development costs and intellectual property associated with the CETO development asset. This asset is in the development phase and is not yet available for use. Under AASB 136 *Impairment of Assets*, intangible assets that are not yet available for use are subject to an annual impairment assessment irrespective of whether indicators of impairment exist. We consider the recoverability of intangible assets to be a key audit matter as it involved complex matters including subjectivity and judgement, it is material to the users' understanding of the financial statements as a whole and it required significant auditor attention and communication with those charged with governance.	Our procedures included but were not limited to the following: • Discussing with management the appropriateness of the methodology and assumptions used in determining the recoverable amount. • Considering the determination of the cash-generating unit. • Considered the basis for the cash flow forecasts in the value-in-use modelling. This included consideration of the historical accuracy of previous estimates. • Comparing the discount rate, growth rates and other economic assumptions to available internal and external data; • Determining if the valuation supported the carrying value of the intangible assets. This process included sensitivity analysis performed over critical variables. • Performing our own assessment of impairment indicators based on the provisions of AASB 136 *Impairment of Assets.* • Assessing the adequacy of financial statement disclosures.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's financial report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

HLB MANN JUDD
ADVISORY AND ACCOUNTING

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the 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 financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

HLB MANN JUDD
ADVISORY AND ACCOUNTING

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Carnegie Clean Energy Limited for the year ended 30 June 2021 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
25 August 2021

Norman Glad

N G Neill
Partner

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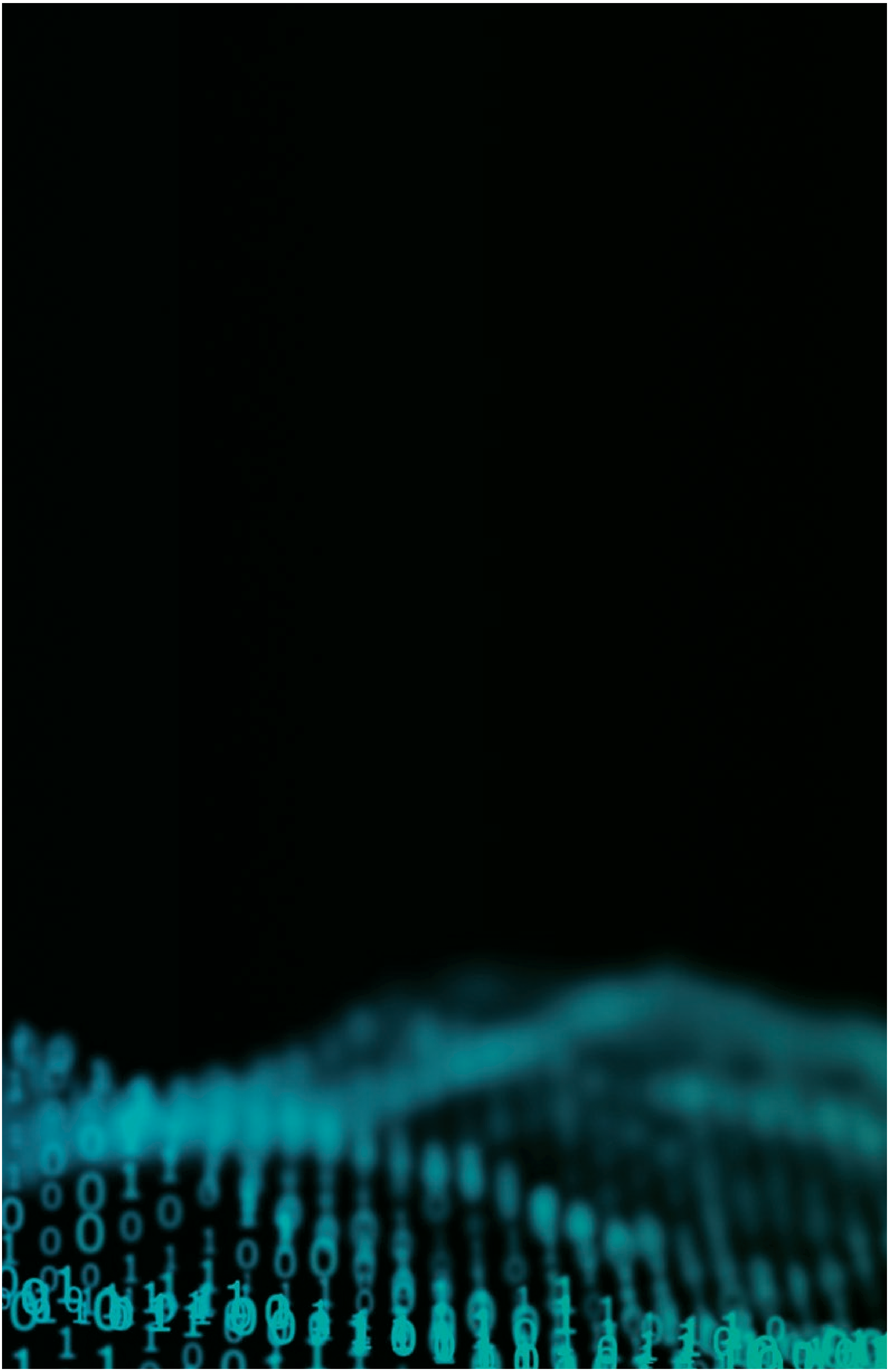

Carnegie
CLEAN ENERGY

21 North Mole Drive
North Fremantle WA 6159
+61 8 6168 8400

www.carnegiece.com