

29 December 2010

Company Announcements Office  
Australian Securities Exchange  
10<sup>th</sup> Floor  
20 Bond Street  
SYDNEY NSW 2000

**ANNOUNCEMENT NUMBER 118**

**Via: ASX Online**

**Number of Pages: 15** (including this page)

**ASX Code: CCF**

Dear Sir

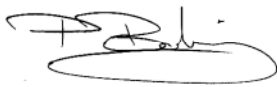
**ISSUE OF UNLISTED OPTIONS – APPENDIX 3B**

Please find attached an Appendix 3B in relation to the issue of:

- 4,000,000 Director Options as approved by Shareholders at the Company's Annual General Meeting;
- 1,875,000 Options to employees as approved by Shareholders at the Company's Annual General Meeting. We also note that 1,875,000 existing options (exercisable at \$0.20 on or before 30 March 2011) have been cancelled following the issue of these new Options; and
- 1,100,000 Options to employees under the Company's Employee Share Option Scheme.

We also attach copies of Appendix 3Ys for Mr Peter Balsarini and Mr Steve Lowe in relation to the Director Options issued to these Directors.

**Yours faithfully**



**Peter Balsarini**  
**CEO & Executive Director**  
**Carbon Conscious**

# Appendix 3B

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

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**CARBON CONSCIOUS LIMITED**

ABN

**20 129 035 221**

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |   |
|---|---|
| 1 +Class of +securities issued or to be issued  | Director Options (\$0.20; 30 November 2012)<br>Director Options (\$0.25; 30 November 2013)<br>Options (\$0.20; 30 November 2012)<br>ESOP Options (\$0.20; 30 November 2012)   |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,000,000 Director Options (\$0.20; 30 November 2012)<br>2,000,000 Director Options (\$0.25; 30 November 2013)<br>1,875,000 Options (\$0.20; 30 November 2012)<br>1,100,000 ESOP Options (\$0.20; 30 November 2012) |

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+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Director Options (\$0.20; 30 November 2012).</p> <p>Director Options (\$0.25; 30 November 2013) which shall not vest before the completion of one year of service with the Company.</p> <p>Options (\$0.20; 30 November 2012) which shall not vest before the completion of one year of service with the Company.</p> <p>400,000 ESOP (\$0.20; 30 November 2012) which shall not vest before the completion of one year of service with the Company.</p> <p>700,000 ESOP (\$0.20; 30 November 2012).</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No. Shares issued upon the exercise of the Options will rank equally in all respects with existing quoted shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>The Options were issued for nil cash consideration.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Options were issued to Directors and Employees (as approved by Shareholders at the Annual General Meeting on 29 November 2010), and to Employees pursuant to the Company's Employee Share Option Scheme.</p>

7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	29 December 2010
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	Number	+Class
8	55,084,672	Fully Paid Ordinary Shares

	Number	+Class
9	7,200,000	Options (\$0.60; 31 Dec 2010)
	500,000	Options (\$0.60, 8 Aug 2013)
	300,000	Options (\$0.58, 31 Dec 2011)
	300,000	Options (\$0.40; 31 Dec 2013)
	100,000	Options (\$0.60; 31 Dec 2011)
	4,975,000	Options (\$0.20; 30 Nov 2012)
	2,000,000	Options (\$0.25; 30 Nov 2013)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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<sup>+</sup> See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

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

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

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

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

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

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

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

#### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

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

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

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

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41 Reason for request for quotation now

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

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

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

Number	+Class

### Quotation agreement

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

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.

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+ See chapter 19 for defined terms.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Nicki Farley  
Company Secretary

29 December 2010

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# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b> CARBON CONSCIOUS LIMITED
<b>ABN</b> 20 129 035 221

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	PETER JAMES BALSARINI
<b>Date of last notice</b>	06/07/2010

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Stanbal Pty Ltd <Balsarini Investment Trust>, an entity in which Mr Balsarini is a director and beneficiary
<b>Date of change</b>	29 December 2010
<b>No. of securities held prior to change</b>	<p><b><u>Direct</u></b> 1 fully paid ordinary share</p> <p>400,000 options (\$0.60; 31 December 2010)</p> <p>500,000 options (\$0.60; 8 August 2013)</p> <p><b><u>Indirect</u></b> 234,374 fully paid ordinary shares</p> <p>7,500 fully paid ordinary shares</p>
<b>Class</b>	<p>Director Options (\$0.20; 30 November 2012)</p> <p>Director Options (\$0.25; 30 November 2013)</p>

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Number acquired</b></p>	<p>1,500,000 Director Options (\$0.20; 30 November 2012)</p> <p>1,500,000 Director Options (\$0.25; 30 November 2013) which shall not vest before the completion of one year of service with the Company.</p>
<p><b>Number disposed</b></p>	<p>Nil</p>
<p><b>Value/Consideration</b>  <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Nil cash consideration          (estimated valuation \$85,959.76)</p>
<p><b>No. of securities held after change</b></p>	<p><b><u>Direct</u></b></p> <p>1 fully paid ordinary share</p> <p>400,000 options (\$0.60; 31 December 2010)</p> <p>500,000 options (\$0.60; 8 August 2013)</p> <p><b><u>Indirect</u></b></p> <p>234,374 fully paid ordinary shares</p> <p>7,500 fully paid ordinary shares</p> <p>1,500,000 Director Options (\$0.20; 30 November 2012)</p> <p>1,500,000 Director Options (\$0.25; 30 November 2013)</p>
<p><b>Nature of change</b>  <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p>Issue of Director Options as approved by Shareholders at the Company's Annual General Meeting on 29 November 2010.</p>

+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b> CARBON CONSCIOUS LIMITED
<b>ABN</b> 20 129 035 221

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	STEVEN JAMES LOWE
<b>Date of last notice</b>	02/07/2010

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares held by Victorol Pty Ltd, a company in which Mr Lowe is a director and shareholder
<b>Date of change</b>	29 December 2010
<b>No. of securities held prior to change</b>	<b><u>Indirect</u></b>  15,000 fully paid ordinary shares  300,000 Director Options (\$0.58; 31 December 2011)  300,000 Director Options (\$0.40; 31 December 2013)

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Class</b>	Director Options (\$0.20; 30 November 2012)  Director Options (\$0.25; 30 November 2013) which shall not vest before the completion of one year of service with the Company.
<b>Number acquired</b>	500,000 Director Options (\$0.20; 30 November 2012)  500,000 Director Options (\$0.25; 30 November 2013) which shall not vest before completion of one year of service with the Company
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil cash consideration (estimated valuation of \$28,653.25)
<b>No. of securities held after change</b>	<b><u>Indirect</u></b>  15,000 fully paid ordinary shares  300,000 Director Options (\$0.58; 31 December 2011)  300,000 Director Options (\$0.40; 31 December 2013)  500,000 Director Options (\$0.20; 30 November 2012)  500,000 Director Options (\$0.25; 30 November 2013)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of Director Options as approved by Shareholders at the Company's Annual General Meeting on 29 November 2010.

+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

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+ See chapter 19 for defined terms.