

23 June 2010

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

**ANNOUNCEMENT NUMBER 83**

**Via: ASX Online**

**Number of Pages: 10** (including this page)

**ASX Code: CCF**

Dear Sir

**ASX Announcement No. 83 – Final Allotment of CCF Non-renounceable Entitlement Issue**

Carbon Conscious Limited (**Company**) provides an update in relation to its non-renounceable entitlements issue.

On 20 May 2010, the Company issued a prospectus for a non-renounceable entitlements issue (**Issue**) on the basis of one (1) ordinary fully paid share for every two (2) shares held at the record date of 28 May 2010. The entitlements issue closed on Tuesday 15 June 2010. The Company has raised \$232,217.20 under the entitlements issue, leaving a shortfall of \$1,636,532.80 in terms of the total amount being sought in the Prospectus.

Final allotment of the issue has been completed on 23 June 2010. The number of securities for which quotation is sought is 2,322,172 fully paid ordinary shares. As a result of the issue, the total issued capital of the Company following allotment now stands at 39,697,172 fully paid ordinary shares.

The Company's distribution schedule of fully paid ordinary shares, list of the Company's top 20 shareholders and percentage held is appended as Annexure A.

A copy of the amended Appendix 3B which amends the previous Appendix 3B released on 20 May 2010 is appended.

**Yours faithfully**



**Tim Jones**  
**Company Secretary**  
**Carbon Conscious**

## TOP SPREAD REPORT

CARBON CONSCIOUS LIMITED

Date: 23/06/2010

ABN: 20 129 035 221

Operator: Gil Im

For Class: [87601]CCF ORDINARY FULLY PAID

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SPREAD OF HOLDINGS		NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
1 -	1,000	7	3,218	0.008 %
1,001 -	5,000	248	1,040,539	2.621 %
5,001 -	10,000	113	935,158	2.356 %
10,001 -	100,000	203	6,849,977	17.256 %
100,001 -	999,999,999,999	44	30,868,280	77.759 %
<b>TOTAL</b>		<b>615</b>	<b>39,697,172</b>	<b>100 %</b>

LOCALITY ANALYSIS	NUMBER OF HOLDERS	NUMBER OF UNITS	% OF TOTAL ISSUED CAPITAL
WESTERN AUSTRALIA	316	26,879,590	67.712 %
NEW SOUTH WALES	151	6,258,129	15.765 %
VICTORIA	62	1,797,565	4.528 %
QUEENSLAND	52	4,110,116	10.354 %
SOUTH AUSTRALIA	16	116,772	0.294 %
TASMANIA	5	26,050	0.066 %
AUSTRALIAN CAPITAL TERRITORY	4	285,000	0.718 %
NORTHERN TERRITORY	1	5,000	0.013 %
UNITED KINGDOM OF GREAT BRITAIN AND NTH IRELAND	3	35,000	0.088 %
NEW ZEALAND	3	28,950	0.073 %
HONG KONG	1	5,000	0.013 %
PRINCIPALITY OF MONACO	1	150,000	0.378 %
<b>Total Australian Holders</b>	<b>607</b>	<b>39,478,222</b>	<b>99.448 %</b>
<b>Total Overseas Holders</b>	<b>8</b>	<b>218,950</b>	<b>0.552 %</b>
<b>Grand Total</b>	<b>615</b>	<b>39,697,172</b>	<b>100.000 %</b>

## ANNEXURE A

## TOP 20 HOLDERS REPORT

CARBON CONSCIOUS LIMITED

Date: 23/06/2010

ABN: 20 129 035 221

Operator: Gil Im

For Class: CCF ORDINARY FULLY PAID

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RANK	Shareholder	< CURRENT STATUS >				< PREVIOUS STATUS >			
		Total Units	% Issue Capital	Cum Units	% Cum Units	Total Units	% Issue Capital	Unit Change	% Unit Change
1	BROADACRE ASSET MANAGEMENT LIMITED	12,470,250	31.413	12,470,250	31.413	12,470,250	31.413	0	0.000
2	MACRO FUND SERVICES PTY LTD	2,279,922	5.743	14,750,172	37.157	1,709,940	4.307	569,982	1.436
3	MICHAEL GRAHAM SHIELDS	1,850,000	4.660	16,600,172	41.817	1,850,000	4.660	0	0.000
4	<b>GROUP # 722011</b>	<b>1,250,000</b>	<b>3.149</b>						
*	GURRAVEMBI INVESTMENTS PTY LTD <SUPER FUND A/C>	1,250,000	3.149	17,850,172	44.966	1,250,000	3.149	0	0.000
5	RED EMPEROR RESOURCES NL	1,000,000	2.519	18,850,172	47.485	1,000,000	2.519	0	0.000
6	FLASKAS BICKLE PTY LTD & WADLEY BICKLE PTY LTD <AMELIA STREET PROP PSHIP A/C>	937,500	2.362	19,787,672	49.847	625,000	1.574	312,500	0.787
7	OZEAN INVESTMENTS PTY LTD <THE LOGARAJ NADAISAN S/F A/C>	817,709	2.060	20,605,381	51.906	545,139	1.373	272,570	0.687
8	TROJAN EQUITY LIMITED	730,000	1.839	21,335,381	53.745	730,000	1.839	0	0.000
9	BRIDGESUN PTY LIMITED	675,000	1.700	22,010,381	55.446	675,000	1.700	0	0.000
10	A P REYEM PTY LIMITED	608,750	1.533	22,619,131	56.979	608,750	1.533	0	0.000
11	AVANTEOS INVESTMENTS LIMITED <DNR IMA A/C>	570,000	1.436	23,189,131	58.415	570,000	1.436	0	0.000
12	RICHARD ALFRED COLLINS & VIVIEN THERESE COLLINS <THE RA COLLINS SUPER FUND>	568,750	1.433	23,757,881	59.848	468,750	1.181	100,000	0.252
13	CLIFTON PLACE PTY LTD <STEVENS FAMILY A/C>	489,583	1.233	24,247,464	61.081	489,583	1.233	0	0.000
14	TIMOTHY HAMILTON & LEONIE CHRISTINE HELDER	468,750	1.181	24,716,214	62.262	468,750	1.181	0	0.000
15	AUGUSTUS MINERALS LTD	400,000	1.008	25,116,214	63.270	400,000	1.008	0	0.000
16	MRS ATIKA LENZ	375,000	0.945	25,491,214	64.214	250,000	0.630	125,000	0.315
17	MR MICHAEL GRAHAM SHIELDS	373,952	0.942	25,865,166	65.156	249,301	0.628	124,651	0.314
18	CLIFTON PLACE PTY LTD <STEVENS FAMILY A/C>	342,891	0.864	26,208,057	66.020	342,891	0.864	0	0.000
19	REMY WA PTY LTD <THE REMY SUPER FUND A/C>	300,000	0.756	26,508,057	66.776	300,000	0.756	0	0.000
20	<b>GROUP # 889120</b>	<b>267,638</b>	<b>0.674</b>						
*	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	112,638	0.284	26,620,695	67.059	112,638	0.284	0	0.000
*	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED <BERNDALE A/C>	155,000	0.390	26,775,695	67.450	155,000	0.390	0	0.000
	<b>TOTAL</b>	<b>26,775,695</b>	<b>67.450</b>						

# 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                                                                                                                                                                                                 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 2,322,172                  |
| 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) | Ordinary fully paid shares |

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$0.10 per ordinary fully paid share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The \$232,217.20 raised will be used by the Company for the following purposes:</p> <p>(a) Costs of the Offer.</p> <p>(b) Acquisition of agricultural land for planting of trees for carbon sink purposes in the 2010 and 2011 planting seasons.</p> <p>(c) Continued development of voluntary market activities.</p> <p>(d) Expansion activities in alternative carbon markets and carbon related opportunities.</p> <p>(e) Working capital of the business.</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>23 June 2010</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="708 1543 995 1576">Number</th> <th data-bbox="1000 1543 1286 1576"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1583 995 1697">39,697,172</td> <td data-bbox="1000 1583 1286 1697">Ordinary Fully Paid Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	39,697,172	Ordinary Fully Paid Shares
Number	<sup>+</sup> Class				
39,697,172	Ordinary Fully Paid Shares				
<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="708 1711 887 1744">Number</th> <th data-bbox="892 1711 1286 1744"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1751 887 1865">Nil</td> <td data-bbox="892 1751 1286 1865"></td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	Nil	
Number	<sup>+</sup> Class				
Nil					

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable
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## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
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12	Is the issue renounceable or non-renounceable?	Non-renounceable
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13	Ratio in which the <sup>+</sup> securities will be offered	One (1) for two (2)
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14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Ordinary fully paid shares
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15	<sup>+</sup> Record date to determine entitlements	28 May 2010
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
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17	Policy for deciding entitlements in relation to fractions	Rounding up
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18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Offers will only made to shareholders with registered addresses in Australia or New Zealand
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19	Closing date for receipt of acceptances or renunciations	15 June 2010
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20	Names of any underwriters	Not Applicable
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21	Amount of any underwriting fee or commission	Not Applicable
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22	Names of any brokers to the issue	Not Applicable
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23	Fee or commission payable to the broker to the issue	Not Applicable
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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not Applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	31 May 2010
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	21 May 2010
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	+Despatch date	23 June 2010

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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

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+ See chapter 19 for defined terms.

## Quotation agreement

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

2 We warrant the following to ASX.

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

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

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

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

4 We give ASX the information and documents required by this form. If any information or document 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.

Sign here:



.....  
(~~Director~~/Company secretary)

Date: 23 June 2010  
.....

Print name:

..... Tim Jones .....

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+ See chapter 19 for defined terms.