

APPENDIX 4D

Australian Securities Exchange Half-Year Report

Name of Entity	Carnegie Clean Energy Limited
ABN	69 009 237 736
Reporting Period	31 December 2025
Previous Corresponding Reporting Period	31 December 2024

Results for Announcement to the Market

	\$	Percentage increase / (decrease) over previous corresponding period
Revenue from Ordinary activities	270,483	45.4%
Profit / (loss) from ordinary activities after tax attributable to members	(1,705,035)	22.7%
Net profit / (loss) for the period attributable to members	(1,705,035)	22.7%
Dividends (distributions)	Amount per security	Franked amount per security
Final Dividend	nil	n/a
Interim Dividend	nil	n/a
Record date for determining entitlements to the dividends (if any)	n/a	
Brief explanation of any of the figures reported above necessary to enable the figures to be understood:		
The loss is determined following the recording of revenues from the Garden Island Micro Grid (GIMG) less GIMG operating costs and also after offsetting costs of the business and overheads, excluding technology development costs which are capitalised.		

Dividends

Date the dividend is payable	n/a
Record date to determine entitlement to the dividend	n/a
Amount per security	n/a
Total Dividend	nil
Amount per security of foreign sourced dividend or distribution	n/a
Details of any dividend reinvestment plans in operation	There is no dividend reinvestment plan.
The last date for receipt of an election notice for participation in any dividend reinvestment plans	n/a

Net Tangible Asset Backing

	Current Period	Previous Corresponding Period
Net tangible asset backing per ordinary security (cents per share)	0.63 cent	1.22 cent

Control Gained over Entities having a Material Effect

Name of Entity (or group of entities)	n/a
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Gain of Control of Entities having a Material Effect

Name of Entity (or group of entities)	n/a
Date of the gain of control	n/a
The contribution of such entities to the reporting entity's profit from ordinary activities during the period and the profit or loss of such entities during the whole of the previous corresponding period	
n/a	

Details of Associates and Joint Venture Entities

Name of Entity	Percentage Held		Share of Net Profit/(Loss)	
	Current Period	Previous Period	Current Period	Previous Period

Foreign Entities Accounting Framework

International Financial Reporting Standards

Audit/Review Status

This report is based on accounts to which one of the following applies: (Mark with "YES" or "NO")			
The accounts have been audited	No	The accounts have been subject to review	Yes
If the accounts have been audited or subject to review and are subject to dispute or qualification, a description of the dispute or qualification:			
Not Applicable			

Print name: Jonathan Fievez
Chief Executive Officer
Date: 25 February 2026

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

INTERIM FINANCIAL REPORT
FOR THE HALF YEAR ENDED
31 DECEMBER 2025

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CARNEGIE CLEAN ENERGY LIMITED

ABN 69 009 237 736

AND CONTROLLED ENTITIES

DIRECTORS' REPORT

31 DECEMBER 2025

The Directors present their report together with the financial statements of Carnegie Clean Energy Limited ("the Company", or "Carnegie") and its controlled entities, ("the Consolidated Group", or "Group") for the half-year ended 31 December 2025.

DIRECTORS

The names of Directors who held office during or since the end of the half-year:

Mr Anthony Shields	(Non-Executive Chairman)
Mr Michael Fitzpatrick	(Non-Executive Director)
Mr Grant Mooney	(Non-Executive Director)

Directors were in office for the entire period and up to the date of this report unless otherwise stated.

PRINCIPAL ACTIVITIES

The principal activity of the Consolidated Group during the period was the development of the CETO Wave Energy Technology and MoorPower.

OPERATING RESULTS

The net loss after tax of the Consolidated Group for the half year ended 31 December 2025 was \$1,705,035 (December 2024: net loss \$1,389,817). Sales Revenue for the half-year ended 31 December 2025 was \$237,708 (December 2024: \$137,980).

REVIEW OF OPERATIONS

During the period to 31 December 2025, the Consolidated Group's activities included the following:

Product Development

Carnegie and its subsidiaries have secured and are delivering several funded project contracts which are supporting the Company's core product development activities.

CETO: The Company continued development of its core wave energy technology, a submerged point absorber type wave energy converter which converts ocean waves into zero-emission electricity.

- During the period, the team advanced the CETO technology towards commercialisation with key activities undertaken as part of the Company's ACHIEVE Programme. The ACHIEVE Programme is an initiative being delivered by Carnegie's subsidiaries CETO Wave Energy Ireland under contract from the EuropeWave Buyers Group (ACHIEVE Project) and Carnegie Technologies Spain with support of funding awarded by the Spanish Government through the RENMARINAS Demos Programme (AGUAMARINA Project) and the Basque Government through a grant from the Ente Vasco de la Energia (ACHIEVE+ Project).
- The ACHIEVE Programme will deploy and operate a CETO prototype at the Basque Marine Energy Platform (BiMEP) in the Basque Country, with deployment scheduled for 2026.
- During the half year period, the ACHIEVE team delivered key activities related to fabrication of the ACHIEVE CETO unit and onshore testing campaigns, providing opportunities to test components and sub-systems onshore before being deployed offshore. Final assembly and testing of the CETO Unit will occur during the rest of FY26 leading up to the ocean deployment at BiMEP.
- The COIN (Control Oriented Innovations for future wave energy farms) Project officially commenced during the period. The €4m collaborative COIN Project, funded by the European Union, utilises Carnegie's CETO technology as the reference wave energy converter to validate innovations aimed to reduce the cost of energy by 30% for commercial scale wave arrays.

CARNEGIE CLEAN ENERGY LIMITED

ABN 69 009 237 736

AND CONTROLLED ENTITIES

DIRECTORS' REPORT

31 DECEMBER 2025

REVIEW OF OPERATIONS (CONTINUED)

- The Company's ongoing commitment to CETO technology optimisation is also evident in its participation in several ongoing research projects such as WECHULL+ and MEGA WAVE PTO.

MoorPower: A CETO derived wave energy technology designed to deliver a sustainable energy supply for marine industries operating at a fixed moored location, reducing the reliance on diesel.

- During the period, the team was focused on the preliminary design for a commercial scale MoorPower unit in collaboration with industry and funded by the Blue Economy CRC. This \$335k project builds on the learnings from the MoorPower Scaled Demonstrator and is driving progress towards a MoorPower Commercial Pilot system.
- Work throughout the period refined real-time energy generation models using fresh data captured from GPS devices mounted on active feed barges in Tasmania, alongside underwater ROV footage of mooring lines. These inputs have increased Carnegie's capacity to simulate MoorPower's performance on working vessels in real-world conditions
- The Company is undertaking discussions with potential partners to develop the first commercial pilot project, which would integrate MoorPower units in an operating barge.

Garden Island Microgrid

- Under Carnegie's Power Supply Agreement, the Department of Defence continues to purchase all power produced by the Garden Island Microgrid.

Corporate

- Carnegie successfully raised \$2.116 million in September 2025 from shareholders through a Share Purchase Plan. The funds will be used primarily to support development of a 6MW CETO Array, ACHIEVE Programme operations, MoorPower Commercial Pilot project and to support business development and working capital.
- In November 2025, Carnegie was selected through a competitive tender to participate in the Australian Department of Defence's Advanced Strategic Capabilities Accelerator (ASCA) Pitch Day in Sydney. As one of only 30 companies invited, Carnegie presented its 'Energy Autonomy at Sea' solution to a panel of senior Defence officials. The pitch demonstrated how wave energy can provide reliable, renewable power for deployable and fixed offshore sites, meeting the Australian Defence Force's (ADF) needs for agile and sovereign energy sources. Carnegie was awarded the Power and Energy Innovation Award at the event.
- Carnegie held its 2025 Annual General Meeting (AGM) at the Swan Yacht Club in East Fremantle in November 2025. All of the resolutions that were recommended by the Directors were passed.
- In December 2025, Carnegie Technologies Spain sold its eligible research and development (R&D) tax deductions for the Calendar year 2025 as permitted under Spanish tax legislation and received €773,163 (\$1.37M AUD) as payment.

SIGNIFICANT EVENTS SUBSEQUENT TO THE HALF-YEAR END

There has been no other matter or circumstance that has arisen after balance date that has significantly affected or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

DIRECTORS' REPORT
31 DECEMBER 2025

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the half year ended 31 December 2025 can be found on page 6.

Signed on 25 February 2026 in accordance with a resolution of the Board of Directors.



GRANT MOONEY
Director



ANTHONY SHIELDS
Director

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Carnegie Clean Energy Limited for the half-year ended 31 December 2025, 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 review; and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia
25 February 2026



M R Ohm
Partner

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

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2025**

	Note	Consolidated Group	
		31.12.2025	31.12.2024
		\$	\$
Revenue			
Sales revenue	3	237,708	137,980
		237,708	137,980
Other income			
Other income	3	32,774	48,047
		32,774	48,047
Cost of Sales			
Cost of Sales		(78,628)	-
Expenses			
Depreciation and amortisation expense	4	(121,844)	(159,893)
Employee and directors' expenses		(642,941)	(494,218)
Employee share-based payments	16b	(37,344)	(48,521)
Borrowing costs		(188,885)	(90,466)
Finance costs		(281,552)	(56,694)
Professional fees		(173,427)	(93,957)
Research costs		-	(159,148)
Occupancy and administrative expenses		(450,528)	(436,647)
Other expenses from ordinary activities		(368)	(36,300)
Total expenses		(1,896,889)	(1,575,844)
Loss before income tax		(1,705,035)	(1,389,817)
Income tax benefit/(expense)		-	-
Net Loss for the period		(1,705,035)	(1,389,817)
Other comprehensive income			
Exchange differences on translating foreign controlled entities		(146,364)	86,338
Total comprehensive loss for the period		(1,851,399)	(1,303,479)
<i>Total comprehensive loss attributable to:</i>			
Members of the parent entity		(1,851,399)	(1,303,479)
Earnings per share from continuing operations			
Basic loss per share (cents per share)		(0.44)	(0.38)
Diluted loss per share (cents per share)		(0.44)	(0.38)

The accompanying notes form part of these financial statements.

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

	Note	Consolidated Group	
		31.12.2025	30.06.2025
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents		3,954,883	2,898,643
Trade and other receivables		1,200,487	1,215,361
TOTAL CURRENT ASSETS		5,155,370	4,114,004
NON-CURRENT ASSETS			
Trade and other receivables	5	922,056	930,720
Other financial assets		12,414	12,414
Property, plant and equipment	6	1,693,173	1,811,679
Intangible assets	7	16,859,384	17,751,393
TOTAL NON-CURRENT ASSETS		19,487,027	20,506,206
TOTAL ASSETS		24,642,397	24,620,210
CURRENT LIABILITIES			
Trade and other payables	8	803,167	1,168,796
Employee entitlements		219,200	187,089
Short-term borrowings	10	2,314,195	2,125,309
Other liabilities	11	1,750,013	1,869,720
TOTAL CURRENT LIABILITIES		5,086,575	5,350,914
NON-CURRENT LIABILITIES			
Long-term provisions		33,283	31,938
TOTAL NON-CURRENT LIABILITIES		33,283	31,938
TOTAL LIABILITIES		5,119,858	5,382,852
NET ASSETS		19,522,539	19,237,358
EQUITY			
Issued capital	13	213,290,469	211,159,219
Reserves	16	326,425	503,336
Accumulated losses		(194,094,355)	(192,425,197)
TOTAL EQUITY		19,522,539	19,237,358

The accompanying notes form part of these financial statements.

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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

Group	Issued Capital \$	Accumulated Losses \$	Foreign Currency Reserve \$	Convertible Note/Option Reserve \$	Total \$
Balance at 01.07.2024	211,159,219	(191,040,463)	69,642	909,836	21,098,234
Loss for the period	-	(1,389,817)	-	-	(1,389,817)
Other comprehensive loss	-	-	86,338	-	86,338
Total comprehensive loss for the period	-	(1,389,817)	86,338	-	(1,303,479)
Transactions with owners					
Transfer of expired options to Accumulated losses	-	943,000	-	(943,000)	-
Share-based payments – Asymmetric options	-	-	-	573,162	573,162
Share-based payments	-	-	-	48,523	48,523
Total transactions with owners	-	943,000	-	(321,315)	621,685
Balance at 31.12.2024	211,159,219	(191,487,280)	155,980	588,521	20,416,440
Balance at 01.07.2025	211,159,219	(192,425,197)	(102,561)	605,897	19,237,358
Loss for the period	-	(1,705,035)	-	-	(1,705,035)
Other comprehensive loss	-	-	(146,364)	-	(146,364)
Total comprehensive loss for the period	-	(1,705,035)	(146,364)	-	(1,851,399)
Transactions with owners					
Shares issued	2,116,898	-	-	-	2,116,898
Options exercised	32,013	-	-	(32,013)	-
Options cancelled for cashless exercise	-	35,878	-	(35,878)	-
Share-based payments	-	-	-	37,343	37,343
Share issue costs	(17,661)	-	-	-	(17,661)
Total transactions with owners	2,131,250	35,878	-	(30,548)	2,136,580
Balance at 31.12.2025	213,290,469	(194,094,354)	(248,925)	575,349	19,522,539

The accompanying notes form part of these financial statements.

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

	Consolidated Group	
	31.12.2025	31.12.2024
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	313,601	171,763
Interest received	26,381	39,496
Interest paid	(343,402)	(177,105)
Payments to suppliers and employees	(1,968,454)	(1,832,274)
Net cash used in operating activities	<u>(1,971,874)</u>	<u>(1,798,120)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for development of asset	(2,958,447)	(1,378,105)
Receipt of grants for development of asset	2,543,024	946,116
Receipts from R&D tax incentive	1,363,146	-
Net cash used in investing activities	<u>947,723</u>	<u>(431,989)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	2,116,900	2,500,000
Payments for borrowing costs	-	(86,900)
Payments for leases	-	(34,216)
Net cash provided by financing activities	<u>2,116,900</u>	<u>2,378,884</u>
Net increase in cash held	1,092,749	148,775
Cash and cash equivalents at beginning of financial period	2,898,643	3,728,673
Effect of exchange rate fluctuations on cash held	(36,509)	-
Cash and cash equivalents at end of financial period	<u><u>3,954,883</u></u>	<u><u>3,877,448</u></u>

The accompanying notes form part of these financial statements.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These interim condensed financial statements are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'. The Consolidated Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

This condensed half-year financial statements do not include full disclosures of the type normally included in an annual financial report. Therefore, they cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Consolidated Group as in the full annual financial report.

It is recommended that these financial statements be read in conjunction with the annual financial report for the year ended 30 June 2025 and any public announcements made by Carnegie Clean Energy Limited during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

These interim financial statements were authorised for issue on 25 February 2026.

Basis of Preparation

The interim financial statements have been prepared on a historical cost basis. Cost is based on the fair value of the consideration given in exchange for assets. The Company is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim report, the half-year has been treated as a discrete reporting period.

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period.

The preparation of the interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. In preparing the interim financial statements, the significant judgements made by management in applying the Consolidated Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial report for the year ended 30 June 2025.

Going Concern

The financial report has been prepared on a going concern basis which is based on the realisation of the future potential of the Group's assets and discharge of its liabilities in the normal course of business.

As disclosed in the financial statements, the Group has incurred a net loss after tax for the half year ended 31 December 2025 of \$1,705,035 (2025: \$1,389,817) and had net cash outflows from operating and investing activities of \$1,024,151 (2025: \$2,230,109). As at 31 December 2025, the Group has a net current asset position of \$68,795 (2025: net current liability \$1,236,910).

As at 31 December 2025, the Group has available cash balances of \$3,954,883 (2025: \$2,898,643).

The Directors consider that the Group is a going concern. However current cash flow forecasts indicate that the Group will need to generate sufficient revenue from its operations or other sources, including equity capital via capital raisings, to continue as a going concern. As the Group is in the formative stages of its business model there exists circumstances that give rise to a material uncertainty in relation to going concern.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 1. STATEMENT OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

Going Concern (continued)

Should the Group be unsuccessful in generating sufficient revenue from operations or additional sources of funding, there is a material uncertainty that may cast significant doubt as to whether the group will be able to continue as a going concern and be able to realise its assets and extinguish its liabilities in the normal course of business.

Notwithstanding the above, the Directors believe there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- The Directors remain committed to the long-term business plan that is contributing to improved results as the business progresses; and
- The Directors and the business have a successful track record of capital raising most recently demonstrated by the successful completion of the \$2.1m capital raising during the period under the share purchase plan.

The Directors believe that the above indicators demonstrate that the Group will be able to pay its debts as and when they become due and payable and to continue as a going concern and be in a position to realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report. Accordingly, the Directors also believe that it is appropriate to adopt the going concern basis in the preparation of the financial statements.

No adjustments have been made to the recoverability and classification of recorded asset values and the amount and classification of liabilities that might be necessary should the Group not continue as a going concern.

NOTE 2: NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP

In the period ended 31 December 2025, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Consolidated Group and mandatory for the current reporting period. As a result of this review the Directors have determined that there is no material impact on the group of the new Standards and Interpretations mandatory for the current reporting period and, therefore, no change is necessary to Consolidated Group accounting policies.

Standards and Interpretations in issue not yet effective

The Directors have also reviewed all of the new and revised Standards and Interpretations in issue not yet mandatory. As a result of this review the Directors have determined that there will be no material impact of the Standards and Interpretations in issue not yet mandatory and they have not been early adopted.

NOTE 3: REVENUE AND OTHER INCOME

	Consolidated Group	
	31.12.2025	31.12.2024
	\$	\$
<i>Sales revenue</i>		
Garden Island Microgrid/electricity sales (over time)	237,708	137,980
	237,708	137,980
<i>Other sundry income</i>		
Interest income	24,539	39,812
Sublease of office	8,235	8,235
	32,774	48,047

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 4: DEPRECIATION

		Consolidated Group	
		31.12.2025	31.12.2024
		\$	\$
Depreciation – property, plant and equipment	7	121,844	122,646
Depreciation – right of use asset	5	-	37,247
		121,844	159,893

NOTE 5: TRADE AND OTHER RECEIVABLES

		Consolidated Group	
		31.12.2025	30.06.2025
		\$	\$
CURRENT			
Trade receivables		861,295	738,928
Prepayments		107,276	89,697
Other receivables*		231,916	386,735
		1,200,487	1,215,360
NON-CURRENT			
Security deposits		922,056	930,720

*Other receivables are mainly represented by GST receivable and accrued income. No expected credit losses have been recognised. Trade and other receivables are expected to be recovered in full.

NOTE 6: PROPERTY, PLANT AND EQUIPMENT

		Consolidated Group	
		Half-year to 31.12.2025	Year to 30.06.2025
		\$	\$
At cost		3,637,047	3,633,531
Accumulated depreciation		(1,943,874)	(1,821,852)
Total plant and equipment		1,693,173	1,811,679

	Microgrid/ Battery asset December 2025	Plant and Equipment December 2025	Microgrid/ Battery asset June 2025	Plant and Equipment June 2025
	\$	\$	\$	\$
Balance at the beginning of year	1,771,097	40,582	1,997,050	57,107
Additions	-	3,338	-	-
Depreciation expense	(112,976)	(8,868)	(225,953)	(16,525)
Carrying amount at the end of year	1,658,121	35,052	1,771,097	40,582

CARNEGIE CLEAN ENERGY LIMITED
ABN 69 009 237 736
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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 7: INTANGIBLE ASSETS

	Consolidated Group	
	31.12.2025	30.06.2025
	\$	\$
<i>CETO technology development asset</i>		
Opening Balance at beginning of period	17,751,393	15,465,386
Subsequent development expenditure – CETO Technology	1,642,445	5,382,140
Other grants received	(590,587)	(2,528,322)
R&D tax incentive	(1,943,867)	(567,811)
Balance as at the end of the period	16,859,384	17,751,393

NOTE 8: TRADE AND OTHER PAYABLES

	Consolidated Group	
	31.12.2025	30.06.2025
	\$	\$
Trade creditors	578,471	856,740
Accruals and other creditors	224,696	312,056
	803,167	1,168,796

NOTE 9: LEASE LIABILITY

	Consolidated Group	
	31.12.2025	30.06.2025
	\$	\$
Current liabilities	-	-
Non-current liabilities	-	-
Total lease liability	-	-
	31.12.2025	30.06.2025
	\$	\$
Reconciliation		
Opening balance at beginning of period	-	34,216
Liabilities incurred during the year	-	-
Principal repayments	-	(34,216)
Closing Balance	-	-

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 10: SHORT-TERM BORROWINGS

	Consolidated Group	
	31.12.2025	30.06.2025
	\$	\$
Loan from Ballamena Pty Ltd ATF Ellann Finance Unit Trust	2,500,000	2,500,000
Deferred borrowing costs - options	(573,162)	(573,162)
Deferred borrowing costs - cash	(50,000)	(50,000)
less expensed up to balance	437,357	248,471
	2,314,195	2,125,309

The Loan Agreement's key terms are as follows:

- Commitment: \$2.5 million
- Borrower: Carnegie Clean Energy Limited
- Lender: Ballamena Pty Ltd ATF Ellann Finance Unit Trust
- Interest: 15% per annum
- Final Repayment Date: 30 June 2026
- Repayment: The Borrower can make any part or whole repayments in advance of the Final Repayment Date at its discretion with no penalty
- Security: The Lender will have a Featherweight General Security Agreement

NOTE 11: OTHER LIABILITIES

	Consolidated Group	
	31.12.2025	30.06.2025
	\$	\$
Prepaid Renmarinas grant ¹	1,251,601	1,869,720
Prepaid COIN grant ¹	498,412	-
	1,750,013	1,869,720

¹ These represent the grant funds received in advance of project milestone completion but not yet spent. The Renmarinas grant was received in April 2025. The COIN grant was received in December 2025.

To access these funds in advance, the Group entered an agreement with Export Finance Australia (EFA) for a bond facility to provide guarantees to the benefit of Renmarinas and EVE in the event the Group was to default on performance obligations under the funding agreements. The facility limit is EUR 2,497,315 (AUD\$4,378,182). EFA has been granted a general security interest over the Group's assets as security for the guarantees. The total credit risk exposure for the Group is \$2,054,347 for Renmarinas and \$503,758 for EVE. The bond facility attracts a risk premium fee of 0.5% pa on covered amounts and 5.0% pa on uncovered amounts. This is payable monthly in arrears. There are no financial covenants on the bond facility agreement.

NOTE 12: PRIOR PERIOD CORRECTION

During the half-year, the Company chose to reverse a bank guarantee funding arrangement to more accurately reflect the financial arrangement. As a result, the comparative balances for 30 June 2025 have been restated to reduce the long-term liability and also reduce long term trade and other receivables by \$1.6 million. There is no effect on the statement of profit and loss and other comprehensive income.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 13: SHARE CAPITAL

	Consolidated Group	
	Half-year to 31.12.2025	Year to 30.06.2025
407,727,485 (June 2025: 366,203,472) fully paid ordinary shares	213,290,469	211,159,219
<hr/>		
Half-Year	31.12.2025	31.12.2025
31.12.2025	No.	\$
At the beginning of reporting period	366,203,472	211,159,219
Share Purchase Plan 11 September 2025	37,138,648	2,116,898
Options exercised during the year	4,385,365	32,013
Share issue costs on share purchase plan	-	(17,661)
At reporting date	<hr/> 407,727,485	<hr/> 213,290,469
<hr/>		
Year to	30.06.2025	30.06.2025
30.06.2025	No.	\$
At the beginning of reporting period	366,203,472	211,159,219
At the end of the financial period	<hr/> 366,203,472	<hr/> 211,159,219

NOTE 14: RELATED PARTY TRANSACTIONS

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Director Grant Mooney and Chief Executive Officer Jonathan Fievez are Directors of and jointly own solar energy microgrid operation and maintenance company Secure Energy Pty Ltd (Secure Energy). Secure Energy provides operation and maintenance services to Carnegie to maintain the Garden Island Solar Battery System. For the period, Secure Energy was paid \$64,983 inclusive of GST for those services (December 2024: \$89,305).

Secure Energy also subleases office space from Carnegie at the Rous Head facility in Fremantle, Western Australia. The lease is on commercial terms. Rent and outgoings paid to Carnegie during the period totalled to \$15,834 inclusive of GST (Dec 2024: \$15,181).

In a prior year, the Company secured a loan from Ballamena Pty Ltd ATF Ellann Finance Unit Trust. This loan agreement was arranged by Asymmetric Investment Management Pty Ltd, a company in which Carnegie Director Anthony Shields is also a Director. Under the Arrangers Agreement, Asymmetric received a 2% cash fee of \$50,000 and 50 million options with an exercise price of \$0.06 by 29/10/2027. The options have been valued at \$573,162 using the Black-Scholes method, with spot price at grant date of \$0.038, interest rate of 3.964% and volatility of 60.6%. The transaction to Asymmetric was approved by shareholders at the annual general meeting of the Company.

NOTE 15: FAIR VALUE

The fair value of financial assets and liabilities measured at fair value on a non-recurring basis approximate their carrying amount at balance date.

CARNEGIE CLEAN ENERGY LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2025

NOTE 16: RESERVES

	Consolidated Group	
	Half-year to	Year to
	31.12.2025	30.06.2025
a. Foreign Currency Translation Reserve		
The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries and foreign currencies.	(248,926)	(102,561)
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.	575,351	605,897
Total	326,425	503,336

b) Reconciliation of Convertible Note/Option Reserve	31 December 2025	31 December 2025	30 June 2025	30 June 2025
	Number	\$	Number	\$
Balance at beginning of period	59,600,000	605,899	26,600,000	909,837
Options expensed	-	37,343	9,600,000	65,898
Options exercised	(4,385,365)	(32,013)	-	-
Options cancelled from cashless exercise	(4,914,635)	(35,878)	-	-
Asymmetric options	-	-	50,000,000	573,162
Options expired unexercised	-	-	(26,600,000)	(943,000)
Closing Balance	50,300,000	575,351	59,600,000	605,897

The following options were on issue at 31 December 2025:

							Value
Option Code	Expiry date	Number of options	Exercise Price	Spot Price	Interest rate	Volatility	\$
CCEOPT16	24/07/2026	300,000	\$0.065	\$0.043	4.35%	75%	\$2,190
CCEOPT17	29/10/2027	50,000,000	\$0.060	\$0.038	3.964%	60.6%	\$573,162
		59,600,000					

NOTE 17: EVENTS SUBSEQUENT TO THE HALF-YEAR END

There has been no other matter or circumstance that has arisen after balance date that has significantly affected or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

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 7 to 17, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standard AASB 134: Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - b. give a true and fair view of the Consolidated Group's financial position as at 31 December 2025 and of its performance for the half-year ended on that date.
2. In the Directors' 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


ANTHONY SHIELDS
Chairman

Dated this 25th day of February 2026

INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Carnegie Clean Energy Limited

Report on the Interim Financial Report

Conclusion

We have reviewed the interim financial report of Carnegie Clean Energy Limited (the "Company") and its controlled entities (the "Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2025, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes, and the directors' declaration, for the Group comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying interim financial report of Carnegie Clean Energy Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibility is further described in the *Auditor's Responsibility for the Review of the Financial Report* section of our report.

We are independent of the company 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 (including Independence Standards)* (the "Code") that are relevant to audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the interim financial report that gives

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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 interim financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the interim financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the interim financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
25 February 2026



M R Ohm
Partner