

Appendix 3B

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

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

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

Name of entity

Ceramic Fuel Cells Limited

ABN

82 055 736 671

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 (**Ordinary Shares**)
- Unlisted options over Ordinary Shares (**Options**)
- Convertible Security (**Convertible Security**)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

- 19,800,000 Ordinary Shares.
- 24,800,000 Options exercisable at A\$0.0378 per Option into Ordinary Shares on or before 24 March 2018.
- Convertible Security with a face value of US\$375,000.

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3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Ordinary Shares

Ordinary Shares will rank *pari passu* with existing Ordinary Shares.

Options

The Options will be exercisable at A\$0.0378 per Option into Ordinary Shares on or before 24 March 2018. The Options will not be quoted. On exercise of the Options, the Ordinary Shares issued will rank *pari passu* with existing Ordinary Shares.

Convertible Security

- The face value of the Convertible Security is US\$375,000 (the **Principal Amount**).
- The Convertible Security does not bear interest.
- The Convertible Security shall be convertible into new Ordinary Shares of the Company determined by dividing the Principal Amount by the lesser of:
(a) 90% of the average of the three daily VWAPs per share during a specified period prior to the conversion date of the Convertible Security; and
(b) 130% of the average of the daily VWAPs per share during the 20 trading days prior to 24 March 2014, being A\$0.0378.
- The Ordinary Shares issued upon conversion of the Convertible Security will rank *pari passu* with existing Ordinary Shares.
- The Convertible Security does not carry any voting rights at meetings of shareholders of the Company, and have no rights of participation in any rights issues undertaken by the Company prior to their conversion.

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The Ordinary Shares rank <i>pari passu</i> with existing Ordinary Shares.</p> <p>The Options will not be quoted. On exercise of the Options, the Ordinary Shares issued will rank <i>pari passu</i> with existing Ordinary Shares.</p> <p>On conversion of the Convertible Security, the Ordinary Shares will rank <i>pari passu</i> with existing Ordinary Shares.</p>
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> • 10,000,000 Ordinary Shares for US\$170,000. • 9,800,000 Ordinary Shares are issued for nil consideration. • Options are issued for nil consideration. • US\$250,000 for the Convertible Security.
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Ordinary Shares and Options were issued to secure the Share Purchase and Convertible Security Agreement, details of which were announced to the market on 24 March 2014.</p> <p>The purpose of the issue of the Convertible Security is to raise capital for general corporate and working capital purposes.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>n/a</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>n/a</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>n/a</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a					
6f	Number of +securities issued under an exception in rule 7.2	n/a					
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	n/a					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	170,854,477					
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	24 March 2014					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="815 1346 1214 1384">Number</th> <th data-bbox="1214 1346 1321 1384">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="815 1384 1214 1581">1,771,524,324</td> <td data-bbox="1214 1384 1321 1581">FPO</td> </tr> </tbody> </table>	Number	+Class	1,771,524,324	FPO	
Number	+Class						
1,771,524,324	FPO						

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	24,800,000	Options exercisable at \$0.0378 on or before 24 March 2018.
	<i>and</i> 4,100,000	Convertible Loan Notes
	<i>and</i> 1	Convertible Security with a face value of US\$375,000
	<i>and</i> 4,100,000	convertible loan notes with a face value of £4,100,000
	<i>and</i> 8,451,675	options (refer Annexure 2)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a	

Part 2 - Pro rata issue

11 Is security holder approval required?	n/a
12 Is the issue renounceable or non-renounceable?	n/a
13 Ratio in which the +securities will be offered	n/a
14 +Class of +securities to which the offer relates	n/a
15 +Record date to determine entitlements	n/a
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17 Policy for deciding entitlements in relation to fractions	n/a

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18	Names of countries in which the entity has security holders who will not be sent new offer documents	n/a
	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	n/a
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	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do security holders sell their entitlements <i>in full</i> through a broker?	

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- 31 How do security holders sell *part* 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 ⁺Issue date

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

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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 +issue date with an existing +class of quoted +securities?

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

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

41 Reason for request for quotation now

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

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

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

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Quotation agreement

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

2 We warrant the following to ASX.

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

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

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

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

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



Sign here: Date: 24 March 2014
(Director/Company Secretary)

Print name: Glenn Raines

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Appendix 3B – Annexure 1

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

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

Part 1

Rule 7.1 – Issues exceeding 15% of capital									
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated									
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,559,231,320								
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"></td> <td style="width: 50%; text-align: right;">9,345,794 (Oct 2013 Convertible Loan Notes conversion)</td> </tr> <tr> <td></td> <td style="text-align: right;">32,710,300 (May 2013 Share Placement)</td> </tr> <tr> <td></td> <td style="text-align: right;">109,302,848 (Dec 2013 Share Purchase Plan)</td> </tr> <tr> <td></td> <td style="text-align: right;">0</td> </tr> </table>		9,345,794 (Oct 2013 Convertible Loan Notes conversion)		32,710,300 (May 2013 Share Placement)		109,302,848 (Dec 2013 Share Purchase Plan)		0
	9,345,794 (Oct 2013 Convertible Loan Notes conversion)								
	32,710,300 (May 2013 Share Placement)								
	109,302,848 (Dec 2013 Share Purchase Plan)								
	0								
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 									
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0								
“A”	1,710,590,262								

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	256,588,539
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>41,134,062 (Dec 2013 Overseas Offer) 19,800,000 Shares 24,800,000 Options (Mar 2014 the subject of this Appendix 3B)</p>
“C”	85,734,062
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	256,588,539
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	85,734,062
Total [“A” x 0.15] – “C”	170,854,477 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,710,590,262
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	171,059,026
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	n/a
“E”	n/a

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Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	n/a
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	n/a
Total ["A" x 0.10] – "E"	n/a <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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Annexure 2

Ceramic Fuel Cells Limited securities not quoted on ASX

Share Options issued under the
CFCL Share Option Plan and Directors and Employee Benefits Plan
as at 24 March 2014

Grant Date	Expiry Date	Exercise price A \$	Balance at 24 March 2014	Exercisable at 24 March 2014
6 May 2004	5 May 2014	2.00	170,000	170,000
1 Sep 2004	31 Aug 2014	0.76	30,000	30,000
12 Oct 2005	11 Oct 2015	0.57	124,750	-
24 Aug 2006	23 Aug 2016	0.58	201,600	201,600
29 Aug 2007	28 Aug 2017	1.01	760,960	760,960
28 Mar 2008	27 Mar 2018	0.45	692,900	692,900
28 Aug 2008	27 Aug 2018	0.44	1,122,680	1,122,680
26 Jun 2009	25 Jun 2019	0.175	1,737,335	1,737,335
1 Oct 2010	30 Sep 2020	0.1825	1,439,700	1,439,700
28 Sep 2011	27 Sep 2021	0.15	2,171,750	2,171,750
Total Number of Options			8,451,675	8,326,925

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