

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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

RENU ENERGY LIMITED (RNE)

ABN

55 095 006 090

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 | A: Shares – Fully paid ordinary shares
B: Share appreciation rights (“SARS”) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A: Shares – 43,024,500 issued pursuant to Loan Share Plan approved by shareholders on 9 November 2017.
B: SARS – 4,061,958 issued in accordance with the Managing Director’s Executive Service Agreement and as approved by shareholders on 9 November 2017. |

+ See chapter 19 for defined terms.

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- 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)

A: Shares – Shares will only vest if:

- (1) The employee has been employed continuously for 12 months from the grant date; and
- (2) The Volume weighted Average Price (VWAP) of the Company's shares over any 30 day trading period is at least \$0.04 per share.

B: SARS – the SARS are divided into two equal tranches:

- (1) Tranche 1: The earliest vesting date for 2,030,979 SARS is 11 January 2018.
- (2) Tranche 2: The earliest vesting date for 2,030,979 SARS is 11 January 2019.

The SARS performance condition is based on growth in the ReNu Energy share price. All SARs granted have a performance condition threshold of ReNu Energy Limited achieving a minimum share price of \$0.05/share.

No SARs will vest if the growth in RNE's share price is below the threshold.

Any SARs that do not vest will be subject to a maximum of 4 additional tests occurring every 6 months from the earliest vesting date for the relevant Tranche.

If the SARs have not vested by the final applicable re-testing date, the SARs will lapse and be cancelled.

Each SAR that vests will deliver a reward value based on the increase in the ReNu Energy share price over the performance period. The reward value will be converted into Shares using the following formula:

$$\frac{\text{No. of SARS} \times (\text{Market Price} - \text{Opening Price})}{\text{Market Price}}$$

Where:

Opening price is the VWAP of ReNu Energy's ordinary shares for the 30 calendar days immediately prior to the commencement date

+ See chapter 19 for defined terms.

	<p>Market Price is the VWAP of ReNu Energy’s ordinary shares for the 30 calendar days immediately prior to the relevant vesting date.</p> <p>The shares allocated will not be subject to any additional trading restrictions.</p> <p>Under the Plan Rules, the Company has the discretion to make a cash payment in respect of reward value of the vested SARs (i.e. instead of delivering the reward value in Shares).</p> <p>On cessation of employment the default position is that all unvested SARs will lapse on that date.</p> <p>However, in certain circumstances (such as cessation for reasons of death, disability or otherwise in circumstances approved for this purpose by the Board), the Board may determine the treatment of any unvested SARs.</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"> • 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>A: Shares – Yes</p> <p>B: SARS - No</p> <p>Any shares issued on exercise of the SARs will rank equally with existing fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>A: Shares – \$0.0172 per share</p> <p>B: SARS - Nil</p>

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6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>A: Shares – Executive incentives in accordance with the Company’s Loan Share Plan</p> <p>B: SARs – Executive incentives in accordance with the Company’s Share Appreciation Rights Plan Rules.</p>
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7 Dates of entering +securities into uncertificated holdings or despatch of certificates	10 November 2017
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8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
	760,099,058	Ordinary shares

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
	24,061,958	Share appreciation rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a.
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	
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12 Is the issue renounceable or non-renounceable?	
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13 Ratio in which the +securities will be offered	
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+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
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	

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- 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 *in full* through a broker?
- 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

+ See chapter 19 for defined terms.

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

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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

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)

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

Number	+Class

+ 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:

Company Secretary

Date: 10 November 2017

Print name:

Damian Galvin

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