

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

Cleanaway Waste Management Limited (**Cleanaway**)

ABN

74 101 155 220

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 | Fully paid ordinary shares (Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>381,623,662 Shares to eligible institutional shareholders under the institutional component of the pro-rata accelerated non-renounceable entitlement offer announced by Cleanaway on Monday, 11 December 2017 (Institutional Entitlement Offer).</p> <p>Approximately 55,700,243 Shares are expected to be issued on Wednesday, 31 January 2017 under the retail component of the pro-rata accelerated non-renounceable entitlement offer announced by Cleanaway on Monday, 11 December 2017 (Retail Entitlement Offer, and together with the Institutional Entitlement Offer, the Entitlement Offer).</p> <p>The exact number of Shares to be issued under the Retail Entitlement Offer is not known at the date of this Appendix 3B as it remains subject to (among other things) the reconciliation of security holder entitlements and the effects of rounding.</p> |

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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)	Same as existing quoted Shares.
4	<p>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 	Yes.
5	Issue price or consideration	\$1.35 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the ASX announcement and investor presentation lodged with ASX on Monday, 11 December 2017 – namely to partly fund the proposed acquisition of Tox Free Solutions Limited (ACN 058 596 124).
6a	<p>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>	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
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	N/A
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	Thursday, 21 December 2017 for Shares issued under the Institutional Entitlement Offer. Wednesday, 31 January 2018 for Shares issued under the Retail Entitlement Offer.

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	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<p>After completion of the Institutional Entitlement Offer there will be 1,977,843,629 Shares on issue.</p> <p>After completion of the Retail Entitlement Offer, there will be approximately 2,033,543,872 Shares on issue (based on 1,977,843,629 Shares on issue and the aggregate approximate number of Shares to be issued under the Retail Entitlement Offer as specified in item 2 of this Appendix 3B).</p>

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Performance rights
	909,964 under the FY2015 Long-Term Incentive Plan (LTIP)	
	5,245,260 under the FY2016 LTIP	Performance rights
	4,568,358 under the FY2017 LTIP	Performance rights
	421,950 under the FY2017 Deferred Equity Plan	Performance rights
	3,371,419 under the FY2018 LTIP	Performance rights

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing Shares from the date of issue.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the +securities will be offered	1 Share for every 3.65 Shares held as at the record date for the Entitlement Offer.

+ See chapter 19 for defined terms.

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14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7:00pm (AEDT) on Wednesday, 13 December 2017.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Retail Entitlement Offer, all countries other than Australia and New Zealand. Under the Institutional Entitlement Offer, all countries other than Canada (Ontario, Quebec and British Columbia), Hong Kong, Ireland, Malaysia, Netherlands, New Zealand, Norway, Singapore, Switzerland, United Kingdom, European Economic Area (France, Germany, Sweden, Denmark, Belgium and Luxembourg), United Arab Emirates (ex Dubai International Financial Centre) and U.S. QIBS via Regulation D 4(2).
19	Closing date for receipt of acceptances or renunciations	Institutional Entitlement Offer closes on Tuesday, 12 December 2017. Retail Entitlement Offer closes at 5:00pm (AEDT) on Friday, 19 January 2018.
20	Names of any underwriters	Macquarie Capital (Australia) Limited (ABN 79 123 199 548).
21	Amount of any underwriting fee or commission	1.75% base fee and, potentially, an additional fee of up to 0.25% subject to Cleanaway's discretion (each fee is calculated based on the gross proceeds of the Entitlement Offer).
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	No prospectus is being prepared. A retail offer booklet and entitlement and acceptance form in respect of the Retail Entitlement Offer was sent to eligible retail security holders on Monday, 18 December 2017.
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?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	Refer to item 7 of this Appendix 3B.

+ 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

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Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

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

N/A

41 Reason for request for quotation now

N/A

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)	N/A	N/A

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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: 20 December 2017
(Company secretary)

Print name: Dan Last

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Cleanaway Waste Management Limited is not an eligible entity under Listing Rule 7.1A
and as such has not completed the Annexure.

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