17 December 2012

ASX Limited
Level 4, North Tower, Rialto,
525 Collins Street
Melbourne VIC 3000

Preliminary Appendix 3B in relation to fully paid ordinary shares in Australian Renewable Fuels Limited which may be issued as consideration for the acceptance of Australian Renewable Fuels Limited 's takeover offer for Wentworth Holdings Limited

We refer to the off-market takeover bid by Australian Renewable Fuels Limited for all of the fully paid ordinary shares in Wentworth Holdings Limited under Chapter 6 of the Corporations Act 2001 (***Offer***).

In accordance with section 625(3) of the Corporations Act, we enclose a preliminary Appendix 3B applying for quotation of the maximum number (being 1,358,602,212) of Australian Renewable Fuels Limited ordinary shares which may be issued as consideration to Wentworth Holdings Limited shareholders who accept the Offer.

The precise number of ordinary shares that will be issued in connection with the Offer is dependent on the number of Wentworth Holdings Limited shareholders who accept the Offer, and therefore is unknown at this time. Australian Renewable Fuels Limited will make an announcement when the number of ordinary shares to be issued in connection with the Offer is known, and will lodge a final Appendix 3B setting out the number of Australian Renewable Fuels Limited ordinary shares issued in connection with the Offer.

Yours faithfully,

Mark Licciardo
Company Secretary
Australian Renewable Fuels Limited

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 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

Name of entity

Australian Renewable Fuels limited

ABN

66 096 782 188

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 shares fully paid
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 1,358,602,212, being the maximum number of ordinary shares that may be issued as consideration under the takeover offer by Australian Renewable Fuels Limited for all of the fully paid ordinary shares in Wentworth Holdings Limited (**Wentworth**) (the terms of which are set out in Australian Renewable Fuels Limited's bidder's statement dated 17 December 2012 (**Offer**). This is a potential maximum number only, and does not represent new securities that have been issued at the date of this announcement.
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 shares fully paid ranking equally with existing ordinary shares fully paid.

+ See chapter 19 for defined terms.

4	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	Yes
5	Issue price or consideration	The consideration under the Offer is 5.7 Australian Renewable Fuels Limited shares for each Wentworth share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Acquisition of Wentworth shares under the Offer.
	Items 6a to 6i (inclusive) are not applicable	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	In respect of each Wentworth shareholder who accepts the Offer, on or before the earlier of: • one month after acceptance of the Offer or, if the Offer is still conditional at the time of acceptance, one month after the Offer becomes unconditional; and • 21 days after the end of the Offer Period, provided the Offer has become unconditional.

+ See chapter 19 for defined terms.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in section 2 if applicable)	3,799,902,573	Ordinary shares

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the securities in section 2 if applicable)	150,000	Options, exercisable at 10c, expiring 26 March 2013
		190,000	Options, exercisable at 10c, expiring 22 September 2013
		10,500,000	Options, exercisable at 2c, expiring 30 September 2014
		45,000,000	Options, exercisable at 3c, expiring 15 December 2014
		57,500,000	Options, exercisable at 3c, expiring 28 February 2015
		4,000,000	Options, exercisable at 2c, expiring 31 December 2012
		40,000,000	Options, exercisable at 4c, expiring 15 March 2015
		200,000,000	Options, exercisable at 1c, expiring 15 March 2013
		15,000,000	Options, exercisable at 4c, expiring 30 November 2015
		273	Unlisted Convertible Notes

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

Items 11 to 33 (inclusive are not applicable)

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

Items 35 to 42 (inclusive) are not relevant.

+ 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: . Date: 17 December 2012
(Company secretary)
Print name: Mark Licciardo

+ See chapter 19 for defined terms.