



Tempo Offices, Unit B9,
431 Roberts Rd, Subiaco,
Western Australia, 6008

Tel: + 618 9445 1006

Fax: + 618 9204 2383

Email: invest@missionnewenergy.com

27 April 2011

ASX ANNOUNCEMENT

Mission Files Australian Prospectus to Facilitate Secondary Trading of Ordinary Shares

Mission NewEnergy Limited (ASX:MBT, Nasdaq:MNEL) ("Mission NewEnergy") has offered up to 3,202,750 of its Ordinary Shares in the United States in a registered public offering ("Offering") and listed the Ordinary Shares for trading on The NASDAQ Global Market under the symbol "MNEL". This Prospectus is prepared solely for the purpose of facilitating secondary trading on the ASX of the Ordinary Shares to be issued by Mission NewEnergy under the Offering. **This Prospectus does not constitute a new offer of Ordinary Shares in Mission NewEnergy, and Mission NewEnergy will not accept applications for Ordinary Shares on the basis of this Prospectus.**

Mission NewEnergy Limited is a disclosing entity listed on the Australian Securities Exchange, and this Prospectus is issued under Section 713 of the Corporations Act 2001 (Cth) in reliance on information previously disclosed to the ASX by Mission NewEnergy. It does not contain, by itself, all information relevant to a decision to invest in Mission NewEnergy.

- Announcement Ends -

For more information and a copy of this announcement, please visit: www.missionnewenergy.com or contact:

Company:

James Garton

Head Corporate Finance, M&A

Mission NewEnergy Limited

+ 61 8 9445 1006

james@missionnewenergy.com

Prospectus for Issue of Ordinary Shares

Mission NewEnergy Limited
(ACN 117 065 719)

About this Prospectus

Mission NewEnergy Limited ("Mission NewEnergy") is a disclosing entity listed on the Australian Securities Exchange, and this Prospectus is issued under Section 713 of the Corporations Act 2001 (Cth) in reliance on information previously disclosed to the ASX by Mission NewEnergy. It does not contain, by itself, all information relevant to a decision to invest in Mission NewEnergy.

Mission NewEnergy is offering up to 100 of its Ordinary Shares to the Underwriters.

This Prospectus does not constitute an offer of Shares to any other person, or to the public.

IMPORTANT INFORMATION

This Prospectus is to provide disclosure only in connection with an issue of Ordinary Shares to the Underwriters.

This Prospectus is dated 27 April 2011. A copy of the Prospectus was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Comprehensive information in relation to Mission NewEnergy and the Ordinary Shares offered pursuant to this Prospectus is contained within Mission NewEnergy's final prospectus dated 20 April 2011, as filed with the U.S. Securities and Exchange Commission on 20 April 2011 and subsequently lodged with the ASX on 21 April 2011.

INTERPRETATION AND TERMINOLOGY

Definitions of certain terms used in this Prospectus appear in the Glossary below.

All references to time in this Prospectus are to Perth, Western Australia time.

Unless otherwise stated, references to currency in this Prospectus are references to Australian dollars.

1. GLOSSARY

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691), or the securities market on which it operates as the context requires.

ASX Listing Rules means the official rules of the ASX.

ASX Settlement means ASX Settlement Pty Limited.

ASX Settlement Rules means the settlement and operating rules of ASX Settlement.

Company or **Mission NewEnergy** means Mission NewEnergy Limited (ACN 117 065 719).

Constitution means the constitution of Mission NewEnergy.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Offer means the offer of up to 100 Ordinary Shares by the Company to the Underwriters.

Ordinary Shares means fully paid ordinary shares in the Company.

Prospectus means this prospectus, as lodged with ASIC.

Underwriters means Chardan Capital Markets, LLC, Rodman & Renshaw, LLC, Maxim Group LLC and Northland Capital Markets, and each of the underwriters for which Chardan Capital Markets, LLC, Rodman & Renshaw, LLC, Maxim Group LLC and Northland Capital Markets are acting as representatives.

US Prospectus means the final prospectus dated 20 April 2011, as filed with the U.S. Securities and Exchange Commission on 20 April 2011 and subsequently lodged with the ASX on 21 April 2011

2. EFFECT OF THE OFFER ON MISSION NEWENERGY

2.1 The Offer

The Offer is open for acceptance from 9:00am (Sydney time), Wednesday, 27 April 2011 and closes 5:00pm, Friday, 29 April 2011. The Offer is made to the Underwriters only and may not be assigned or transferred to any other party.

The offer price is US\$9.00 per Share.

2.2 Effect of the Offer: Overview

The principal effects of the Offer, if successful, will be:

- the number of Ordinary Shares on issue will increase by up to 100; and
- cash reserves will increase by up to US\$900.

2.3 Use of Proceeds

Mission NewEnergy intends to use the net proceeds received from the Offer for working capital..

2.4 Capital Structure

The capital structure of the Company following completion of the Offer will be as follows (assuming 100 Ordinary Shares are issued under the Offer and also assuming that 2,785,000 Ordinary Shares were issued on 26 April 2011 pursuant to Mission NewEnergy's US Prospectus):

Security	Number before the Offer	Number after the Offer
Ordinary Shares	8,512,179	8,512,279
Warrants	3,002,324	3,002,324
Convertible Notes	935,579	935,579
Options	70,000	70,000
Performance Rights	158,810	158,810

All numbers in the above table take into account the 50-1 share consolidation that was effected on 4 April 2011 (pursuant to which every 50 Ordinary Shares on issue immediately before the consolidation became effective were consolidated into one Ordinary Share), and the consequent consolidation of the Company's warrants, convertible notes, options and performance rights.

Details of the key rights attaching to the Ordinary Shares are set out in Section 3.1 of this Prospectus.

3. ADDITIONAL INFORMATION

3.1 Description of Ordinary Shares

The rights attaching to Ordinary Shares are detailed in the Constitution, which must be read together with the Corporations Act. The following is a summary of the material provisions of the Constitution and the rights and restrictions attaching to Ordinary Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities attaching to Ordinary Shares. A copy of the Constitution is available upon request.

Voting

Subject to any restriction on voting imposed by the ASX Listing Rules, every shareholder present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a show of hands and one vote on a poll for every share held. A poll may be demanded by the chairperson of the meeting, any five shareholders (or their proxy, attorney or representative) entitled to vote on the resolution, a shareholder or shareholders who together hold at least 5% of the votes that may be cast on the resolution on a poll, or who together hold voting shares paid up to a value of not less than 5% of the total sum paid up on all voting shares.

General Meetings

Subject to the Corporations Act, each shareholder is entitled to receive at least 28 days notice of and to attend general meetings of Mission NewEnergy and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

Dividends

The amounts which the Directors may from time to time determine to distribute by way of dividend are payable equally on all fully paid Ordinary Shares.

Transfer of Shares

Subject to any restriction on transfer imposed by the ASX Listing Rules, a shareholder may transfer shares by a proper transfer effected in accordance with any computerised or electronic system established or recognized by the ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by the ASX or in any other usual form or in any form approved by the Directors. The Directors may refuse to register a transfer of shares where the refusal to register the transfer is permitted under the Constitution, the ASX Listing Rules and the ASX Settlement Rules.

Issue of Shares

The Directors may (subject to the restrictions on the issue of shares imposed by the Constitution, the ASX Listing Rules and the Corporations Act) issue further shares, or grant options, as the Directors see fit.

Winding up

Subject to the rights of holders of any other securities who have priority on a winding up, if Mission NewEnergy is wound up, any surplus will be divided amongst holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them.

Listing Rules of the Australian Securities Exchange

Notwithstanding anything in the Constitution, if the ASX Listing Rules prohibit an act being done, the act must not be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done. If a provision is required in the Constitution by the ASX Listing Rules, the Constitution will be treated as containing that provision. If the provision of the Constitution becomes inconsistent with the ASX Listing Rules, the Constitution will be treated as not containing that provision to the extent of the inconsistency.

Directors

The number of Directors of Mission NewEnergy is to be not less than three but no more than nine. Mission NewEnergy at a general meeting may by resolution increase or reduce the number of Directors but the number must not be reduced below three. The Directors are entitled to be remunerated for their services as Directors and the total amount or value of the remuneration must not exceed the amount per annum determined by Mission NewEnergy at a general meeting from time to time. The amount does not include the remuneration payable to the Chief Executive Officer or any executive Director.

3.2 Form of Securities

Mission NewEnergy participates in CHESS. Ordinary Shares that are traded on ASX will be settled via CHESS and may not be held in certificated form.

3.3 Substantial Shareholders

The following table sets out persons known to Mission NewEnergy (through substantial shareholder notices filed with the ASX) to hold voting power (as defined in the Corporations Act) of more than 5% of its Ordinary Shares as of the date of this Prospectus (assuming that 2,785,000 Ordinary Shares were or will be issued on or about 26 April 2011 pursuant to Mission NewEnergy's US Prospectus).

<u>Shareholder</u>	<u>Number of shares</u>	<u>Percent of class</u>
McDermott Industries Ltd	1,000,000	11.74
South Ferry #2 LP, its General Partners Abraham Wolfson and Aaron Wolfson, and its Portfolio Manager Morris Wolfson	496,058	5.83
Mission Equities Sdn Bhd (1)	492,957	5.79

1. Nathan Mahalingam, Mission NewEnergy's Chief Executive Officer, has a 34% pecuniary interest in Mission Equities Sdn Bhd and therefore is considered a beneficial owner of these shares.
2. Assuming no warrants or options are exercised and no convertible notes or performance rights are converted.

3.4 Directors' Interests

The following table sets out the relevant interests of each of the Directors of Mission NewEnergy in the Ordinary Shares and other securities of Mission NewEnergy as of the date of this Prospectus:

<u>Director</u>	<u>Number of shares</u>	<u>Number of Options</u>	<u>Number of Performance Rights</u>	<u>Percentage of shares (3)</u>
Nathan Mahalingam (1)	579,624	Nil	33,334	6.81
Guy Burnett	78,667	35,000	45,334	0.92
Dario Amara (2)	4,000	Nil	Nil	0.05
Admiral (Ret) Tan Sri Dato' Seri Mohd Anwar bin Haji Mohd Nor	Nil	Nil	Nil	Nil
Datuk Zain Yusuf	Nil	Nil	Nil	Nil
Arun Bhatnagar	Nil	Nil	Nil	Nil
Peter Torre	Nil	Nil	Nil	Nil

1. Includes 492,957 shares held by Mission Equities Sdn Bhd, a company in which Mr. Mahalingam has a 34% pecuniary interest, and therefore is considered a beneficial owner of these shares.
2. Held indirectly through a family trust and superannuation (retirement) account.
3. Assuming (i) no warrants or options are exercised and no convertible notes or performance rights are converted and (ii) that 2,785,000 Ordinary Shares were or will be issued on or about 26 April 2011 pursuant to Mission NewEnergy's US Prospectus.

3.5 Dividends

Mission NewEnergy has not paid dividends to date and does not expect to pay dividends in the foreseeable future.

3.6 Quotation of Ordinary Shares

An application for admission to quotation of the Ordinary Shares issued under the Offer will be made to the ASX upon completion of the Offer.

3.7 Available Information

Mission NewEnergy is a disclosing entity for the purposes of the Corporations Act and has issued this Prospectus in accordance with the provisions of the Corporations Act applicable to prospectuses for continuously quoted securities. This Prospectus is intended to be read in conjunction with information previously publicly disclosed by Mission NewEnergy, specifically Mission NewEnergy's US Prospectus.

As a disclosing entity, Mission NewEnergy is subject to regular reporting and disclosure obligations. As a listed company, Mission NewEnergy is subject to the ASX Listing Rules which require immediate disclosure to the market of any information of which the Mission NewEnergy is aware which a reasonable person might expect to have a material impact on the price of value of its Ordinary Shares, subject to limited exceptions for certain confidential information.

The ASX maintains detailed records of company announcements for all companies listed on the ASX. Mission NewEnergy's file is available for inspection at the ASX. Announcements are available from the ASX and some of the more recent announcements can be viewed at www.asx.com.au

ASIC also maintains records in respect of documents lodged with it by the Company, and these may be obtained from or inspected at the office of ASIC.

Mission NewEnergy will provide free of charge to any person who requests it during the application period under this Prospectus, a copy of:

- Mission NewEnergy's financial statements for the financial year ended 30 June 2010, lodged with the ASX on 17 September 2010;
- Mission NewEnergy's financial statements for the half year-ended 31 December 2010, lodged with the ASX on 18 February 2011; and
- Documents released to the ASX pursuant to the Company's continuous disclose obligations under the ASX Listing Rules and the Corporations Act since the lodgement of Mission NewEnergy's financial statements for the financial year ended 30 June 2010.

The following is a list of such releases since 29 September 2010 that are available:

Date	Announcement
21/04/2011	Appendix 3B
21/04/2011	Mission files final registration statement
20/04/2011	Mission completes Nasdaq Public Offering
20/04/2011	Reinstatement of official quotation
19/04/2011	Mission files amended registration statement
07/04/2011	Share Consolidation
31/03/2011	Mission files amended SEC registration statement
29/03/2011	Mission files amended SEC registration statement
28/03/2011	Suspension From Official Quotation
28/03/2011	Mission files amended SEC registration statement
28/03/2011	HP sustainability leader joins Missions Advisory Board
24/03/2011	Mission to proceed with share consolidation

23/03/2011	Results of Meeting
22/03/2011	American Airlines VP joins Missions Advisory Board
17/03/2011	Mission files amended SEC registration statement
14/03/2011	Mission and Felda establish ISCC approved supply chain
07/03/2011	Successful tender under exchange offer
02/03/2011	Update to international bid to supply Crude Jatropha Oil
28/02/2011	Mission files 2nd amendment to registration statement
23/02/2011	Mission launches convertible note tender offer
18/02/2011	Half Year Report and Accounts
17/02/2011	Notice of General Meeting
15/02/2011	Mission sells CJO to Chevron
11/02/2011	Mission establishes International Advisory Board
01/02/2011	Mission Jatropha planting season update
31/01/2011	Appendix 4C - quarterly
25/01/2011	Mission files amended registration statement
25/01/2011	Perth Head Office Change of Address Notification
18/01/2011	Response to ASX Query
14/01/2011	Amended change of Directors interest notice
14/01/2011	Amended change of Directors interest notice
13/01/2011	Change of Director's Interest Notice
13/01/2011	Change of Director's Interest Notice
13/01/2011	Appendix 3B
10/01/2011	Change in substantial holding
05/01/2011	Response to ASX Price Query
24/12/2010	Securities Trading Policy
22/12/2010	Missions refineries gain ISCC certification
21/12/2010	Mission joins Jatropha Alliance
16/12/2010	Collaboration with JOil to grow new elite Jatropha varieties
15/12/2010	Sale of Jatropha Crude Oil
25/11/2010	Results of Meeting
25/11/2010	Managing Director's Annual General Meeting Address
09/11/2010	Registration statement to list on Nasdaq filed with US SEC
09/11/2010	Company's Request for Trading Halt
09/11/2010	Trading Halt
27/10/2010	Appendix 4C – quarterly
25/10/2010	Annual Report to shareholders
25/10/2010	Notice of Annual General Meeting
22/10/2010	Sale of Crude Jatropha Oil
21/10/2010	Appendix 3B
19/10/2010	Incorporation of Stand Alone Distillation Process

11/10/2010	Waiver for transferability of issued employee options
29/09/2010	Initial Director's Interest Notice
29/09/2010	Board and Company Secretary Appointments

Requests for documents should be directed to Mr. Guy Burnett, Company Secretary at Mission NewEnergy (telephone +61 8 9445 1006). These documents may also be available free of charge on Mission NewEnergy's website: www.missionnewenergy.com.

3.8 No Other Material Information

Mission NewEnergy and its Directors are not aware of any new information of the kind specified in Section 713(5) of the Corporations Act as at the date of this Prospectus.

3.9 Interests of advisers

No person named in this Prospectus as providing professional or advisory services in connection with the preparation of this Prospectus or any firm which any such person is a partner:

- has or had at any time during the two years preceding the date of the Prospectus, any interest in the formation or promotion of the Company, or in any property acquired or proposed to be acquired by the Company, or the Offer; or
- has been paid or agreed to be paid any amount or given or agreed to be given any other benefit for services rendered by them in connection with the formation or promotion of the Company or the Offer.

3.10 Directors' authorisation

All Directors have consented to the lodgement and issue of this Prospectus, and have not withdrawn that consent prior to lodgement of this Prospectus, in accordance with Section 720 of the Corporations Act.

Corporate Directory

BOARD OF DIRECTORS

Nathan Mahalingam

Guy Burnett

Dario Amara

Admiral (Ret) Tan Sri Dato' Seri Mohd Anwar bin Haji Mohd Nor

Datuk Zain Yusuf

Arun Bhatnagar

Peter Torre

COMPANY SECRETARY

Guy Burnett

REGISTERED OFFICE AND HEAD OFFICE

Unit 4

97 Hector Street West

Osborne Park WA 6017

Australia