

SEC FILE NUMBER

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-CEN  Form N-CSR

For Period Ended: June 30, 2023

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A.

**PART I – REGISTRANT INFORMATION**

**Carbon Revolution Public Limited Company**

**Full Name of Registrant**

(Translation of registrant's name into English)

**Poppetell Limited**

**Former Name if Applicable**

**10 Earlsfort Terrace**

**Address of Principal Executive Office (Street and Number)**

**Dublin 2, D02 T380, Ireland**

**City, State and Zip Code**

**PART II – RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III – NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Carbon Revolution Public Limited Company (the "Registrant") is unable to file with the Securities and Exchange Commission (the "SEC"), without unreasonable effort or expense, its Annual Report on Form 20-F for the year ended June 30, 2023 (the "Annual Report") by October 31, 2023, the prescribed due date for such filing. The Registrant was not subject to reporting obligations under Section 13 or 15 of the Exchange Act for the last fiscal year or on such prescribed due date for the Annual Report, but became subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), upon the filing of a Registration Statement on Form 8-A with the SEC on November 2, 2023, two business days after the prescribed due date for the Annual Report. The Registrant expects to complete its previously disclosed business combination on November 3, 2023 (the "Closing") and, as a result of the Closing, will cease to be a shell company on such date and will file a Shell Company Report on Form 20-F (the "Shell Company Report") pursuant to Rule 13a-19 under the Exchange Act on or prior to November 9, 2023.

The Registrant also expects to file the Annual Report within the extended time period permitted by Rule 12b-25. Although the Shell Company Report will contain financial statements of Carbon Revolution Limited, an Australian operating company that is the accounting predecessor of the Registrant and will become a wholly-owned subsidiary of the Registrant upon the Closing ("Legacy Carbon Revolution"), the Registrant has determined that, in the Annual Report, it will also include financial statements of the Registrant, an entity that has had no or nominal assets or operations prior to the Closing, for periods period to the Closing. No financial statements of the Registrant (without giving effect to the consolidation of Legacy Carbon Revolution as its wholly owned subsidiary) have been previously included in any filings by the Registrant with the Securities and Exchange Commission. Accordingly, the Registrant will need such additional period for the preparation and auditing of such financial statements.

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**PART IV – OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

David Nock	+61	429-993-056
<b>(Name)</b>	<b>(Area Code)</b>	<b>(Telephone Number)</b>

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Registrant was not subject to reporting obligations under Section 13 or 15 of the Exchange Act for the last fiscal year. Nevertheless, the Registrant has filed a Registration Statement under the Exchange Act on Form 8-A on the date hereof. The Shell Company Report will reflect the consummation of the Closing and the cessation of the Registrant’s status as a shell company, including pro forma financial statements reflecting such Closing.

The Annual Report will also contain audited financial statements of Legacy Carbon Revolution for the fiscal year ended June 30, 2023. The Registrant expects to report revenue of Legacy Carbon Revolution of approximately AU\$38.3 million, compared to approximately AU\$40.3 million for the fiscal year ended June 30, 2022, Loss for the year before and after income tax of approximately AU\$79.2 million, compared to approximately AU\$47.8 million for the prior fiscal year, and total comprehensive loss, net of tax for the year of approximately AU\$79.3 compared to approximately AU\$48.0 million for the prior fiscal year.

**Forward-Looking Statements**

Statements in this notification that are not historical are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements regarding the Registrant’s expectations concerning the Closing and the timing of the Annual Report and Shell Company Report filings. Words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “should,” and “will” and variations of such words and similar expressions are intended to identify such forward-looking statements.

These forward-looking statements are not guarantees of future performance and involve risks, assumptions and uncertainties. These risks, assumptions and uncertainties are more fully described in our documents that we file or furnish with the SEC, including the proxy statement / prospectus on Form F-4, which you are encouraged to read. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Accordingly, you are cautioned not to rely on these forward-looking statements, which speak only as of the date they are made. The Registrant expressly disclaims any current intention, and assumes no duty, to update publicly any forward-looking statement after the distribution of this release, whether as a result of new information, future events, changes in assumptions or otherwise.

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Carbon Revolution Public Limited Company has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 2, 2023

By: /s/ David Nock  
Name: David Nock  
Title: General Counsel

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