



CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Notice of General Meeting Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 18 April 2018

Time of Meeting:
9.00am (AEST)

Place of Meeting:
**Baker McKenzie
Level 19, 181 William Street
Melbourne, Victoria 3000**

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Registered office: 12/2 Howleys Road, Notting Hill, Victoria, 3168

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Members of Clean TeQ Holdings Limited (the "Company") will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 at 9.00am (AEST) on Wednesday, 18 April 2018.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

Resolution 1: Ratification of prior issue of shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

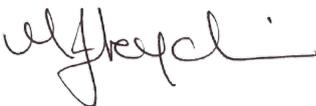
"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue on 15 March 2018 of 86,858,903 fully paid ordinary shares in the Company as set out in the Explanatory Statement accompanying this Notice."

Resolution 2: Approval of proposed issue of shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the proposed issue of 43,575,880 fully paid ordinary shares in the Company as set out in the Explanatory Statement accompanying this Notice."

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

16 March 2018

PROXY AND VOTING INSTRUCTIONS

1. On a poll, ordinary shareholders have one vote for every fully paid ordinary share held.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. A proxy need not be a member of the Company.
4. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate to attend the Meeting.
5. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes of securities for each proxy.
6. Proxy forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act or signed by an authorised officer or agent.
7. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
8. Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or certified copy of the authority) must be returned using one of the methods below:

In person

at the Registered Office

Clean TeQ Holdings Limited
12/21 Howleys Road, Notting Hill, VIC 3168

or the Share Registry

Computershare Investor Services
452 Johnston Street, Abbotsford VIC 3067

By mail

GPO Box 242, Melbourne VIC 3000

Online at

www.investorvote.com.au

prior to **9.00am (AEST) on Monday, 16 April 2018.**

9. The Board has determined, in accordance with the Corporations Act, that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7.00pm (AEST) on Monday, 16 April 2018.

VOTING EXCLUSIONS

Resolution 1

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associate of those persons.

However the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2

The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue, any associate of such a person and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed.

However, the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Registered office: 12/2 Howleys Road, Notting Hill, Victoria, 3168

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting is to provide members with an explanation of the business of the meeting and of the Resolutions to be proposed and considered at the Meeting to be held on Wednesday, 18 April 2018 commencing at 9.00am (AEST) at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria and to assist members to determine how they wish to vote on each Resolution.

The Directors recommend that Shareholders read this Explanatory Statement before making any decisions in relation to the Resolutions. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

Resolution 1: Ratification of prior issue of shares

The Company is seeking Shareholder approval to ratify the issue of 86,858,903 fully paid ordinary shares to professional and sophisticated investors on 15 March 2018, as part of the Company's capital raising announced on 8 March 2018.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary Shares in the Company that were issued is 86,858,903;
- (b) the Shares were issued at a price of \$1.15 each;
- (c) the Shares allotted and issued rank equally with the existing Shares on issue;
- (d) the Shares were allotted and issued to certain new and existing institutional and sophisticated investors who subscribed under the placement subject to shareholder approval who were identified by Macquarie Capital (Australia) Limited and BMO Nesbitt Burns Inc as underwriters; and
- (e) the funds raised will be used to fund early works and long lead items to enable the accelerated development of the Clean TeQ Sunrise Project with the potential to fast track first production by approximately 12 months.

The Board unanimously recommends that the Shareholders vote in favour of Resolution 1.

Resolution 2: Approval of proposed issue of shares

The Company announced a capital raising on 8 March 2018 under which there would be issuances of shares that will be issued in two tranches:

- (a) the first tranche which raised approximately \$100 million is the subject of Resolution 1 above; and
- (b) The second tranche for the balance of approximately \$50 million is subject to ASX Listing Rule 7.1 shareholder approval.

The following information is provided in relation to the second tranche placement and Resolution 2:

- (a) the total number of fully paid ordinary Shares in the Company to be issued is 43,575,880;
- (b) the Shares are to be issued at a price of \$1.15 each;

- (c) the Shares will rank equally with the existing Shares on issue;
- (d) the Shares are proposed to be allotted and issued to certain new and existing institutional and sophisticated investors who subscribed under the placement subject to shareholder approval who were identified by Macquarie Capital (Australia) Limited and BMO Nesbitt Burns Inc as underwriters; and
- (e) the funds raised will be used to fund early works and long lead items to enable the accelerated development of the Clean TeQ Sunrise Project with the potential to fast track first production by approximately 12 months.

The Company is seeking shareholder approval to approve the proposed issue of a second tranche of 43,575,880 Shares on the terms as those referred to above. The allotment of shares is proposed to take place on 23 April 2018, subject to shareholder approval.

The purpose of seeking shareholder approval is that at the time the Company agreed to issue the second tranche of shares, it did not have sufficient placement capacity to do so. Accordingly, the second tranche is conditional on shareholder approval which is needed to complete the share issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means Clean TeQ Holdings Limited ABN 34 127 457 916;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company; and

“**Shareholder**” means shareholder of the Company.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181442

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9.00am (AEST) on Monday, 16 April 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Clean TeQ Holdings Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Clean TeQ Holdings Limited to be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne VIC 3000 on Wednesday, 18 April 2018 at 9.00am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____