



Notice of General Meeting and Explanatory Statement

The General Meeting of

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

*Will be held at
11.00am on Wednesday 30 April 2014
at*

*The Institute of Chartered Accountants,
Level 3, 600 Bourke 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

ACN 127 457 916

Registered office: 296 Ferntree Gully Road, Notting Hill, Victoria 3168

NOTICE OF GENERAL MEETING

Clean TeQ Holdings Limited (**Company** or **Clean TeQ**) gives notice that the General Meeting of the members of the Company will be held on 30 April 2014 commencing at 11.00am at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting more fully describes the matters to be considered at the General Meeting.

Please note that recent changes to the *Corporations Act 2001* (Cth) (**Corporations Act**) will apply to this meeting. These changes could affect whether your proxy is able to vote your shares, particularly in relation to Resolution 1.

Please read this Notice of General Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of General Meeting.

ORDINARY BUSINESS

Resolution 1: Ratification of Prior Share Issue – Tranche 1 Shares

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

“That for the purpose of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 37,032,755 fully paid ordinary shares in the Company at an issue price of \$0.05 (5.0 cents) per share to professional and sophisticated investors and clients of SLM Corporate Pty Ltd and BW Equities.

Refer to the Explanatory Statement for voting exclusions.

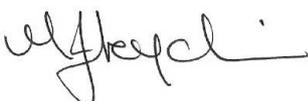
Resolution 2: Approval to issue Shares – Tranche 2 Shares

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

“That for the purpose of Listing Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 57,117,245 fully paid ordinary shares in the Company at an issue price of \$0.05 (5.0 cents) per share to professional and sophisticated investors and clients of SLM Corporate Pty Ltd and BW Equities.

Refer to the Explanatory Statement for voting exclusions.

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

28 March 2014

NOTES

These Notes form part of the Notice of Meeting.

Members entitled to attend and vote

The Directors have determined that, for the purpose of determining entitlements of members to attend and vote at the General Meeting, the members are those persons who are registered as the holders of shares in the capital of the Company at 7.00pm on 28 April 2014. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Appointment of proxies

- Each member entitled to vote at the General Meeting may appoint a proxy to attend and vote at the General Meeting.
- A member entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes (disregarding fractions of votes).
- A proxy need not be a member of the Company and can be an individual or a body corporate.
- A member that is a body corporate or a body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the General Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The corporate representative should bring to the General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless the authority has previously been given to the Company.

Voting by proxy

- A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each resolution.

To vote by proxy:

- the signed and completed proxy appointment form (**enclosed** with this Notice); and
- if the proxy appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at the address set out below by no later than 11.00am on 28 April 2014. Proxy forms received after that time will not be valid for the scheduled General Meeting.

By facsimile: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

By mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria, 3001.

By delivery: Computershare Investor Services Pty Ltd, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia, 3067.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Your proxy appointment form is enclosed.

DEFINITIONS

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

QUESTIONS and COMMENTS by MEMBERS at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to members – as a whole - to ask questions about, or make comments on, the management of the Company at the Meeting.

Questions may be submitted to the Company by the following means:

By facsimile: +61 3 9706 8344;

By mail: Melanie Leydin, c/- Clean TeQ Holdings Limited, 296 Ferntree Gully Road, Notting Hill, Victoria 3168

By email: mleydin@leydinfreyer.com.au

CLEAN TEQ HOLDINGS LIMITED

ACN 127 457 916

Registered office: 296 Ferntree Gully 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 dated 27 March 2014) is to provide members with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the General Meeting (**GM**) to be held on 30 April 2014 at 11.00am at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 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.

BACKGROUND

On 7 March 2014, the Company announced a placement of 91,950,000 fully paid ordinary shares at an issue price of \$0.05 (5.0 cents) per share to professional and sophisticated investors, raising a total of \$4.6 million.

On 14 March 2014, the Company announced that it had placed a further 2,200,000 fully paid ordinary shares at an issue price of \$0.05 (5.0 cents) per share.

In order for the Company to comply with ASX Listing Rule 7.1, the Placement will be completed in two tranches as follows:

- **Tranche 1:** This tranche consisted of the issue of 37,032,755 fully paid ordinary shares utilising the majority of the Company's 15% capacity under ASX Listing Rule 7.1 and additional 10% capacity under ASX Listing Rule 7.1A; and
- **Tranche 2:** This tranche will consist of the issue of 57,117,245 fully paid ordinary shares, being the remaining amount of the placement.

The passing of the resolutions below will mean that the Company will be in a position to issue further securities to meet its ongoing expenditure and capital requirements as it will have available the capacity to issue securities up to the full 15% limit under Listing Rule 7.1.

Resolution 1: Ratification of Share Issue – Tranche 1

The Company is seeking shareholder approval to ratify the issue of 37,032,755 fully paid ordinary shares to professional and sophisticated investors and clients of SLM Corporate Pty Ltd and BW Equities on or about 14 March 2014.

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 37,032,755;
- (b) the Shares were issued at a price of \$0.05 (5.0 cents) per share;
- (c) the Shares allotted and issued rank equally with the existing Shares on issue;
- (d) the Shares were allotted and issued to clients of SLM Corporate Pty Ltd and BW Equities including a mix of new and existing sophisticated and professional investors; and
- (e) the funds raised will strengthen the Company's balance sheet and fund the delivery of the Company's pipeline of new projects and working capital requirements.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates 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 it is cast by the person chairing 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: Placement of shares – Tranche 2

This resolution seeks approval of shareholders for the issue of the remaining 57,117,245 fully paid ordinary shares under the placement which was announced to the market on 7 March 2014 and 14 March 2014.

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue during any 12 month period, any equity securities or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the total number of securities which will be allotted and/or issued under Resolution 2 is 57,117,245 fully paid ordinary shares;
- (b) The Shares will be issued at a price of \$0.05 (5.0 cents) per share;
- (b) the recipients of these fully paid ordinary shares will be sophisticated investors and clients of SLM Corporate Pty Ltd and BW Equities including a mix of new and existing sophisticated and professional investors;
- (c) the shares will rank equally with all securities of that class;
- (d) the securities will be issued within three months of this General Meeting (or such later date as is permitted by an ASX waiver or a modification of the ASX Listing Rules); and
- (e) the funds raised will strengthen the Company's balance sheet and fund the delivery of the Company's pipeline of new projects and working capital requirements.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates 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 it is cast by the person chairing 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.

HOW TO VOTE

To vote on the resolutions, members will need to follow these steps:

EITHER: Complete the Proxy Form and return it by facsimile or mail (to be received no later than 11.00am on 28 April 2014 to the following address or facsimile number:

Clean TeQ Holdings Limited 296 Ferntree Gully Road, Notting Hill, Victoria 3168 AUSTRALIA Ph: +61 3 9797 6700	The Registrar Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001 AUSTRALIA Ph: 1300 85 05 05 Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
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QUERIES

If you have any queries about the GM, the financial statements to be put to the GM or the Resolutions being considered, please contact the Company Secretary, Ms Melanie Leydin, at Clean TeQ Holdings Limited on +61 3 9797 6700.

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

ASX	ASX Limited.
Board	the Board of Directors of the Company.
Company	Clean TeQ Holdings Limited ABN 34 127 457 916.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a Director of the Company.
Dollars, A\$ or \$	Australian dollars.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Listing Rules	the Official Listing Rules of ASX.
Meeting or GM	the general meeting of the Shareholders (convened by the Notice of Meeting) to be held on 30 April 2014 at 11.00am.
Notice of Meeting	the notice of meeting (including the accompanying Explanatory Statement) for the convening of the Meeting.
Resolution	a resolution set out in the Notice of Meeting.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.

All references in this Notice of Meeting and Explanatory Statement to time are to the time in Melbourne, Victoria.

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

28 March 2014

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria 3067

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



┌ 000001 000 CLQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

 **For your vote to be effective it must be received by 11.00am (AEST) Monday, 28 April 2014**

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 as they choose. 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

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 "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

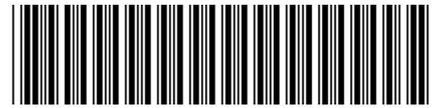
SRN/HIN: I999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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 Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne on Wednesday, 30 April 2014 at 11.00am (AEST) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an 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
Item 1	Ratification of Prior Share Issue – Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval to issue Shares – Tranche 2 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.

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 / /

CLQ

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Computershare +