



Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

*Will be held at
10.00am on 20 November 2014
at*

*KPMG Theatrette
147 Collins Street, Melbourne, Victoria*

2014 Annual Report

A copy of Clean TeQ's 2014 Annual Report (including the financial report, directors' report and auditor's report for the year ended 30 June 2014), together with Clean TeQ's ASX announcement, media release and investor pack relevant to the financial performance of Clean TeQ for the financial year ended 30 June 2014, is accessible on Clean TeQ's website at the following address - www.cleanteq.com.

CLEAN TEQ HOLDINGS LIMITED
ABN 34 127 457 916

NOTICE OF MEETING
20 November 2014 at 10.00am

Clean TeQ Holdings Limited (**Company** or **Clean TeQ**) gives notice that the Annual General Meeting of the members of the Company will be held on 20 November 2014 commencing at 10.00am at the KPMG Theatre, 147 Collins Street, Melbourne, Victoria.

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

ORDINARY BUSINESS

Financial statements and reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

of the Company for the financial year ended 30 June 2014.

Resolution 1: Remuneration report

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

'That, the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2014 be adopted.'

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

Resolution 2: Re-election of Mr Peter Voigt as a Director of the Company

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

"That Mr Peter Voigt, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

Notes: The non-candidate directors unanimously support the re-election of Mr Peter Voigt. The Chairman intends to vote undirected proxies in favour of Mr Peter Voigt's re-election.

Resolution 3: Ratification of Prior Share Issue

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 1,000,000 fully paid ordinary shares in the Company at an issue price of \$0.05 (5.0 cents) per share.”

Voting Exclusion for Resolution 3:

The Company will disregard any votes cast on Resolution 3 by a person who participated in the issue and any associate of that person. However the Company need not disregard a vote if:

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

Resolution 4: Ratification of Prior Share Issue

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 14,285,714 fully paid ordinary shares in the Company at an issue price of \$0.07 (7.0 cents) per share.”

Voting Exclusion for Resolution 4:

The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue and any associate of that person. However the Company need not disregard a vote if:

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

Resolution 5: Ratification of Prior Share Issue

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 4,400,000 fully paid ordinary shares in the Company at an issue price of \$0.07 (7.0 cents) per share.”

Voting Exclusion for Resolution 5:

The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue and any associate of that person. However the Company need not disregard a vote if:

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

Resolution 6: Approval of Employee Share Plan

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

"That for the purposes of ASX Listing Rule 7.2 exception 9(b), and for all other purposes, any issue of securities made under the Clean TeQ Holdings Limited Employee Tax Exempt Share Plan be approved as an exception to Listing Rules 7.1 and 7.1A."

Voting Exclusion for Resolution 6:

The Company will disregard any votes cast on Resolution 6 by a Director of the Company and any associate of that person. However the Company need not disregard a vote if:

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

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given to the issue of such number of Equity Securities as permitted under the formula prescribed in ASX Listing Rule 7.1A.2 (being up to 10% of the issued capital of the Company (at the time of the issue)) in accordance with and on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Meeting."

Voting Exclusion for Resolution 7:

The Company will disregard any votes cast on Resolution 7 by a person who may participate in an issue of securities made under the 10% placement facility and any associate of that person. However the Company need not disregard a vote if:

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

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

17 October 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 Annual 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 18 November 2014. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Appointment of proxies

- Each member entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual 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 Annual General Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The corporate representative should bring to the Annual 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.
- **The Chairman will vote undirected proxies in favour of the resolution to adopt the Remuneration Report. If you wish to appoint the Chairman as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this 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 10.00am on 18 November 2014. Proxy forms received after that time will not be valid for the scheduled Annual 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, 8060.

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.

RECENT AMENDMENTS

Amendments to the Corporations Act have been made recently and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More detail on these changes is provided below.

Proxy voting if appointment specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

ELECTRONIC ANNUAL REPORT

In accordance with Australian corporation's legislation, and in the interests of maximum efficiency and the lowest possible cost to shareholders, Clean TeQ is providing printed copies of its 2014 Annual Report only to those shareholders who have specifically made this request. For all other shareholders, an electronic copy of Clean TeQ's 2014 Annual Report, together with Clean TeQ's ASX announcement, media release and investor pack relevant to the financial performance of Clean TeQ for the year ended 30 June 2014 is available on Clean TeQ's website - www.cleanteq.com.

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.

Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask the Company's external auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company or to KPMG (via the Company), no later than 5 business days before the Annual General Meeting if the question is relevant to the content of the Audit Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2014.

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

By facsimile: +61 3 9706 8344;

By mail: Melanie Leydin, c/- Clean TeQ Holdings Limited, PO Box 227, Mulgrave, Victoria, 3170

By email: mleydin@cleanteq.com

A list of those relevant written questions will be made available to Shareholders attending the AGM. KPMG will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to Shareholders as soon as practicable after the AGM. The Chairman will seek to address as many of the more frequently raised topics as possible. If there is not sufficient time available at the Meeting to address all topics raised, the Company will endeavour to provide a subsequent written answer to each question submitted.

CLEAN TEQ HOLDINGS LIMITED
ABN 34 127 457 916

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting dated 20 November 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 Annual General Meeting (**AGM**) to be held on 20 November 2014 at 10.00am at the KPMG Theatre, 147 Collins 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.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the company (including the directors' report and auditor's report) for the previous financial year at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2014. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically). Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt. The Annual Report can also be viewed, printed and downloaded from the Company's website www.cleanteq.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the relevant reports of the Company at the AGM is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or reports at the Meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. A representative of the Company's auditor (KPMG) will also be available to address questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may also submit written questions to KPMG if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2014 or the conduct of the audit of the financial report for that year.

Written questions for the auditor must be received by the Company by no later than 5 business days before the date of the Meeting. During this item, KPMG will be given the opportunity to answer, or to table written answers to, any relevant written questions received by that date.

Shareholders are also invited to submit written questions to the Company in advance of the Meeting. Where appropriate, and practical to do so, the Company will provide answers to any such written questions at the Meeting.

Resolution 1: REMUNERATION REPORT

The Corporations Act requires that a listed company, at its annual general meeting, must put a resolution to the Shareholders that the remuneration report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (**Key Management Personnel**). The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the directors or the company. However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the 2014 AGM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the 2014 AGM, the Company's remuneration report for the financial year ending 30 June 2015 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if subsequently, at the Company's 2015 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2015 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2014 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the Shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy.

Voting Prohibition Statement – Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by or on behalf of:

- a member of the KMP, details of whose remuneration are included in the Remuneration Report; and
- a closely related party of any such member of the KMP.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described above and either the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or the person is the Chairman and the appointment

of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a KMP.

If you are a member of the KMP or a closely related party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above). You may also be liable for breach of voting restrictions in the Corporations Act if you cast a vote that the Company will disregard.

Please read the information under the heading 'Voting by Proxy' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

Resolution 2: Re-election of Mr Peter Voigt as a Director of the Company

Peter Voigt established Clean TeQ in 1990 and up to his appointment as CEO was the company's Chief Technology Officer, responsible for all research and development activities and the negotiation and management of overseas licences.

Peter is a biochemist, with extensive experience in product development, technology commercialisation, and developing complete engineering solutions. Prior to founding Clean TeQ, Peter held product and technology development roles with Arnotts and Uncle Bens'. Peter has a Bachelor and Masters of Applied Science (Chemistry) from Royal Melbourne Institute of Technology.

In respect of Resolution 2, the Directors (excluding Peter Voigt) recommend that shareholders vote in favour of the Resolution.

Resolution 3: Ratification of Prior Share Issue

Background to Resolution 3

The Company is seeking shareholder approval to ratify the issue of 2,000,000 fully paid ordinary shares to a professional and sophisticated investor, as part of the Company's capital raising announced in April 2014, and were issued on 5 September 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 2,000,000;
- (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 Scintilla Strategic Investments Limited; 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 Prohibition Statement – Resolution 3

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 4: Ratification of Prior Share Issue

Background to Resolution 4

The Company is seeking shareholder approval to ratify the issue of 14,285,714 fully paid ordinary shares to Aromatrix Technologies (Hong Kong) Ltd on or about 8 October 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 14,285,714,
- (b) the Shares were issued at a price of \$0.07 (7.0 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 Aromatrix Technologies (Hong Kong) Ltd; 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 Prohibition Statement – Resolution 4

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 5: Ratification of Prior Share Issue

Background to Resolution 5

The Company is seeking shareholder approval to ratify the issue of 4,400,000 fully paid ordinary shares to Robert Friedland on or about 8 October 2014. The shares were issued to Mr Friedland pursuant to the rights he holds under the anti-dilution provisions of his convertible notes.

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 4,400,000,
- (b) the Shares were issued at a price of \$0.07 (7.0 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 Robert Friedland; 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 Prohibition Statement – Resolution 5

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 6 – Approval of Employee Share Plan

Under Listing Rule 7.1, the prior approval of the shareholders of the Company is required to approve an issue of equity securities if the securities will, when aggregated with securities issued by the Company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period. Additionally, the Company may obtain shareholder approval under Listing Rule 7.1A for a further 10% equity securities issuance capacity for 12 months after the AGM.

Listing Rule 7.2 Exception 9(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, holders of the ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rules 7.1 and 7.1A.

The Company has in place the Clean TeQ Holdings Limited Employee Tax Exempt Share Plan (**Share Plan**). The Company's shareholders previously approved issues of equity securities under the Share Plan as an exception to Listing Rule 7.1 more than three years ago. The Company is therefore currently unable to issue Shares under the Share Plan without those issues being included in the 12 month 15% and 10% limits set by Listing Rules 7.1 and 7.1A.

Resolution 6 is proposed to enable the Company to issue Shares to its employees under the Share Plan under Listing Rule 7.2 Exception 9(b) so that those issues will not be included the 15% and 10% limits set by Listing Rules 7.1 and 7.1A. This would enhance the Company's ability to issue securities as may be required during the next 12 months.

The Company has issued 1,043,504 Shares under the Share Plan since the date of the last approval.

The terms and conditions of the Share Plan are summarised in Annexure A to this Explanatory Memorandum.

Voting Prohibition Statement – Resolution 6

All Directors and their associates are excluded from voting on Resolution 6.

Resolution 7: Approval Of 10% Placement Facility

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

As disclosed in the Company's previous Annual Reports and Quarterly Activity Reports, the Company continues actively seeking to increase work on its current clean technology assets and reviewing new potential projects and investments. Should the Company utilise the 10% Placement Facility, it intends

to use the funds to acquire new clean technology assets or investments, to conduct further work on its current projects or to meet additional working capital requirements.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability of the Company to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

As at the date of the Notice of Meeting, the Company has on issue three classes of equity securities, Shares (ordinary shares), convertible notes and unlisted options. As the Shares are the only existing quoted class of equity securities of the Company, only Shares can be issued under the 10% Placement Facility.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, in a period of up to 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

A is the number of fully paid Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

[Note: A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.]

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 262,356,489 Shares and therefore has a capacity to issue:

- (i) 15,376,873 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 7, 24,150,727 Equity Securities under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of equity securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 7 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be

diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date or the equity securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of ordinary shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.026 50% decrease in Issue Price	\$0.052 Issue Price	\$0.104 100% increase in Issue Price
Current Variable A 262,356,489 Shares	10% Voting Dilution	26,235,649 Shares	26,235,649 Shares	26,235,649 Shares
	Funds raised	\$669,009	\$1,338,018	\$2,676,036
50% increase in current Variable A 393,534,734	10% Voting Dilution	39,353,473 Shares	39,353,473 Shares	39,353,473 Shares
	Funds raised	\$1,003,514	\$2,007,027	\$4,014,054
100% increase in current Variable A 524,712,978 Shares	10% Voting Dilution	52,471,298 Shares	52,471,298 Shares	52,471,298 Shares
	Funds raised	\$1,338,018	\$2,676,036	\$5,352,072

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- The calculation of Variable 'A' as included in the table does not reflect any ratification of prior share issues which may be approved pursuant to Resolutions 3, 4 and 5 to be put to this AGM.
- No Options are exercised into Shares before the date of the issue of the equity securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is \$0.052 being the closing price of the Shares on ASX on 8 October 2014.
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the equity securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets / investments or the pursuit of new business opportunities.. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration for similar opportunities (in such circumstances, the Company would use the funds raised to pay the cash consideration for the acquisition and/or expenses associated with such acquisition), continued development of technologies, research and development, feasibility studies and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

Information under Listing Rule 7.3A.6(a):

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	123,835,714
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	65%

Information under Listing Rule 7.3A.6(b):

The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period preceding the date of the Annual General Meeting.

Date of issue	<i>5 December 2013</i>
Number issued	<i>5,000,000</i>
Class and type of equity security	<i>Unlisted Convertible Notes</i>
Parties who received securities or basis on which those parties were determined	<i>Salitter Pty Ltd</i>
Price	<i>\$0.10 (10 cents)</i>
Discount to market price (if any)	<i>Not applicable</i>
For cash issues	
Total cash consideration received	<i>\$500,000</i>
Amount of cash consideration spent	<i>\$500,000</i>
Use of cash consideration	<i>Fund working capital commitments</i>
Intended use for remaining amount of cash (if any)	<i>Not applicable</i>
For non-cash issues	
Non-cash consideration paid	<i>Not applicable</i>
Current value of that non-cash consideration	<i>Not applicable</i>

Date of issue	<i>14 January 2014</i>
Number issued	<i>4,000,000</i>
Class and type of equity security	<i>Unlisted Options exercisable at \$0.10 on or before 30 November 2018</i>
Parties who received securities or basis on which those parties were determined	<i>Mr Cory Williams</i>
Price	<i>Nil</i>
Discount to market price (if any)	<i>Nil</i>
For cash issues	
Total cash consideration received	<i>Nil</i>
Amount of cash consideration spent	<i>Nil</i>
Use of cash consideration	<i>Not applicable</i>
Intended use for remaining amount of cash (if any)	<i>Not applicable</i>
For non-cash issues	
Non-cash consideration paid	<i>Not applicable</i>
Current value of that non-cash consideration	<i>\$156,952</i>

Date of issue	14 March 2014
Number issued	37,032,755
Class and type of equity security	Fully paid ordinary shares
Parties who received securities or basis on which those parties were determined	Clients of SLM Corporate and BW Equities
Price	\$0.05
Discount to market price (if any)	Nil
For cash issues	
Total cash consideration received	\$1,851,637
Amount of cash consideration spent	\$1,851,637
Use of cash consideration	Fund the delivery of the Company's pipeline of new projects and working capital requirements.
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	8 May 2014
Number issued	55,117,245
Class and type of equity security	Fully paid ordinary shares
Parties who received securities or basis on which those parties were determined	Clients of SLM Corporate and BW Equities
Price	\$0.05
Discount to market price (if any)	Nil
For cash issues	
Total cash consideration received	\$2,755,862
Amount of cash consideration spent	\$2,755,862
Use of cash consideration	Fund the delivery of the Company's pipeline of new projects and working capital requirements.
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	8 May 2014
Number issued	2,000,000
Class and type of equity security	Unlisted Options exercisable at \$0.10 on or before 30 November 2018
Parties who received securities or basis on which those parties were determined	Mr John Carr
Price	Nil
Discount to market price (if any)	Nil
For cash issues	
Total cash consideration received	Nil
Amount of cash consideration spent	Nil
Use of cash consideration	Not applicable
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	\$54,120

Date of issue	5 September 2014
Number issued	2,000,000
Class and type of equity security	Fully paid ordinary shares
Parties who received securities or basis on which those parties were determined	Clients of BW Equities
Price	\$0.05
Discount to market price (if any)	Nil
For cash issues	
Total cash consideration received	\$100,000
Amount of cash consideration spent	\$100,000
Use of cash consideration	Fund the delivery of the Company's pipeline of new projects and working capital requirements.
Intended use for remaining amount of cash (if any)	Not applicable
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	8 October 2014
Number issued	18,685,714
Class and type of equity security	Fully paid ordinary shares
Parties who received securities or basis on which those parties were determined	Aromatrix Technologies (Hong Kong) Ltd Robert Friedland
Price	\$0.07
Discount to market price (if any)	Nil
For cash issues	
Total cash consideration received	\$1,308,000
Amount of cash consideration spent	\$Nil
Use of cash consideration	Fund the delivery of the Company's pipeline of new projects and working capital requirements.
Intended use for remaining amount of cash (if any)	Fund the delivery of the Company's pipeline of new projects and working capital requirements.
For non-cash issues	
Non-cash consideration paid	Not applicable
Current value of that non-cash consideration	Not applicable

Voting Prohibition Statement – Resolution 7

A vote in respect of Resolution 7 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed; or
 - (b) an associate of that person,
- unless:
- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and
 - (d) it is cast by the Chairman 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 7.00pm on 18 November 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 8060 AUSTRALIA Ph: 1300 85 05 05 Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
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OR Attend the AGM.

QUERIES

If you have any queries about the AGM, the financial statements to be put to the AGM 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.
Chairman	the Chairman 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.
KMP	those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors (both executive and non-executive) and certain senior executives.
Listing Rules	the Official Listing Rules of ASX.
Meeting or AGM	the annual general meeting of the Shareholders (convened by the Notice of Meeting) to be held on 20 November 2014 at 10.00am.
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.

Annexure A

TERMS AND CONDITIONS OF THE SHARE PLAN

This Annexure contains a summary of the terms of the Clean TeQ Holdings Limited Employee Tax Exempt Share Plan (**Share Plan**):

1. Eligibility

The Plan Committee may offer Shares to full time, part time or casual employees, Directors or any other person that the Board determines to be an employee (for the purpose of the Plan) of the Company or any subsidiary of the Company (**Employees**). The Employee must have been employed by the Company for at least 12 months. Each offer of Shares will be made in the manner and form determined by the Plan Committee from time to time.

2. Offer

Employees may acquire up to \$1,000 worth of Shares under the offer without having to make any payment for their acquisition. After having made the required tax election, the initial value of the Shares to Australian tax residents will be free of income tax. There is no stamp duty or brokerage applicable to this issue of the Shares.

3. Number of Shares

Under the Share Plan, an Employee will be offered up to \$1,000 worth of Shares. This amount will then be divided by the market value per Share on the date they are acquired in order to determine the number of Shares to be granted. Fractions of a Share will be rounded down. The market value per Share will be the volume weighted average sale price of Shares traded on the ASX in the one week period prior to (but not including) the issue date.

4. Conditions

The Shares issued to or acquired by an Employee under the Share Plan shall satisfy the exemption conditions set out in section 139E of the *Income Tax Assessment Act 1936* (Cth).

5. Shares to Rank Equally

All Shares issued under the Share Plan will rank equally with all existing Shares on and from the date of issue in respect of all voting rights and to participate in all rights issues, bonus share issues and dividends. The Company will apply to the ASX for official quotation of the Shares.

6. Disposal of Shares

Employees may not sell, transfer or grant any security interest over Shares received under the Share Plan until the earlier of:

- (a) three years after the Shares are acquired;
- (b) the day after the date on which the Employee ceases to be employed by the Company;
or
- (c) any such date determined by the Plan Committee in its discretion to satisfy the applicable law.

7. Limit

The number of Shares which can be issued by the Company under the Share Plan and all other employee share schemes established by the Company cannot exceed 5% of issued Shares in the Company.

8. Total Limit of Plan

The Company must not issue Shares under the Share Plan if the number of Shares the subject of an Offer when aggregated with:

- (a) the number of Shares which would be issued were each outstanding offer or invitation or option to acquire unissued Shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the Group (including associated bodies corporate of the Company), accepted or exercised (as the case may be); and
- (b) the number of Shares issued during the previous 5 years pursuant to the Share Plan or any other employee share scheme extended only to employees or directors of the Group (and of associated bodies corporate of the Company),

but disregarding any offer made, or option acquired or Share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside Australia;
- (d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act;
- (e) an offer that did not require the giving of a Product Disclosure Statement (as defined in the Corporations Act) because of section 1012D of the Corporations Act; or
- (f) an offer made under a disclosure document or Product Disclosure Statement (as defined in the Corporations Act 2001,

would exceed 5% of the total number of Shares on issue at the time of offer.

9. Consequences of Acceptance of Offer

On accepting the offer, Employees are agreeing to:

- (a) become a member of the Company and be bound by its Constitution;
- (b) to be bound by the rules of the Share Plan; and
- (c) to acquire Shares under the terms of the offer under the Share Plan and acceptance form.

10. Offers Personal

An offer under the plan is personal to the Employee to whom it was made and can only be accepted by that Employee.

11. Amendment

The Share Plan may be amended by the Board at any time.

Lodge your vote:



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

┌ 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 10:00am (AEDST) Tuesday, 18 November 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 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

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.

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 Annual General Meeting of Clean Teq Holdings Limited to be held at the KPMG Theatre, 147 Collins Street, Melbourne, Victoria on Thursday, 20 November 2014 at 10.00am (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2 below.

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
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter Voigt as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Facility	<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 / /