



Notice of General Meeting and Explanatory Statement

A General Meeting of

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Will be held at

*Institute of Chartered Accountants, Level, 3, 600 Bourke Street, Melbourne
on Wednesday 17 June 2015 at 10.00am (AEST)*

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 a General Meeting of the members of the Company will be held on Wednesday 17 June 2015 commencing at 10.00am (AEST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 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 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 issue of 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 7,449,143 fully paid ordinary shares in the Company at an issue price of \$0.140956 (14.0956 cents) per share to Nippon Gas Company Limited.”

Refer to the Explanatory Statement for voting exclusions

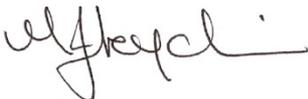
Resolution 2: Ratification of prior issue of shares

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

“That for the purpose of 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 1,246,537 fully paid ordinary shares in the Company at an issue price of \$0.140956 (14.0956 cents) per share to Mr Robert Friedland.

Refer to the Explanatory Statement for voting exclusions

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

15 May 2015

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 Meeting, the members are those persons who are registered as the holders of shares in the capital of the Company at 7.00pm (AEST) on 15 June 2015. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Appointment of proxies

- Each member entitled to vote at the Meeting may appoint a proxy to attend and vote at the 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 members proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The corporate representative should bring to the 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 of Meeting); 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 (AEST) on Monday 15 June 2015. Proxy forms received after that time will not be valid for the scheduled 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

A reasonable opportunity will be given to members – as a whole - to ask questions about, or make comments on, the Resolutions proposed to be passed 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, PO Box 227, Mulgrave, Victoria 3170

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 15 May 2015) 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 17 June 2015 commencing at 10.00am (AEST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 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.

Resolution 1: Ratification of prior issue of shares

The Company is seeking shareholder approval to ratify the issue of 7,449,143 fully paid ordinary shares to Nippon Gas Company Limited (NGC) on 11 May 2015. As advised to the market on 11 May 2015, these shares were issued as a partial repayment of a debt obligation payable to NGC. The share issue settled \$1.05 million of a total debt payable to NGC of \$2.3 million. The debt to NGC was initially incurred as deferred consideration for the acquisition by Clean TeQ of NGC's 50% shareholding in the Associated Water Joint Venture.

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 and the additional 10% capacity if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

The Directors of the Company are therefore seeking shareholder ratification of the issue of shares to NGC, in order to reinstate the 15% share issue capacity.

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 7,449,143;
- (b) the Shares were issued at a price of \$0.140956 (14.0956 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 Nippon Gas Company Limited; and
- (e) the funds raised were used partially settle an outstanding debt payable by the Company to Nippon Gas Company Limited.

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: Ratification of prior issue of shares

The Company is seeking shareholder approval to ratify the issue of 1,246,537 fully paid ordinary shares to Mr Robert Friedland on 15 May 2015, as advised to the market on 11 May 2015. These shares were issued to Mr Friedland in accordance with the terms of the Company's convertible notes held by Mr Friedland which provide that, where Clean TeQ proposes to issue equity securities, it must make an offer to Mr Friedland to issue further equity securities to him (on equivalent terms to those to be offered to offerees

under the proposed equity issue) such that the aggregate fully diluted interest of Mr Friedland is maintained.

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 and the additional 10% capacity if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

The Directors of the Company are therefore seeking shareholder ratification of the issue of shares to Robert Friedland, in order to reinstate the 15% share issue capacity.

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 1,246,537;
- (b) the Shares were issued at a price of \$0.140956 (14.0956 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 Mr Robert Friedland; and
- (e) the funds raised will enable the Company to build on recent successes and accelerate its water treatment and metals recovery business 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.

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 10.00am on Monday 15 June 2015 to the following address or facsimile number:

Clean TeQ Holdings Limited PO Box 227, Mulgrave, Victoria 3170 AUSTRALIA Ph: +61 3 9797 6700	The Registrar Computershare Investor Services Pty Ltd GPO Box 242 Melbourne VIC 3001 AUSTRALIA Ph: 1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia) Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
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QUERIES

If you have any queries about the Meeting 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	the general meeting of the Shareholders (convened by the Notice of Meeting) to be held on Wednesday 17 June 2015 commencing at 10.00am (AEST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 3000
Notice of Meeting	the notice of meeting (including the accompanying Explanatory Statement) for the convening of the 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

15 May 2015

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



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

Proxy Form

 **For your vote to be effective it must be received by 10.00am (AEST) on Monday, 15 June 2015**

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: I9999999999



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, 17 June 2015 at 10.00am (AEST) and at any adjournment or postponement 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
Resolution 1	Ratification of prior issue of 7,449,143 shares to Nippon Gas Company Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of 1,246,537 shares to Mr Robert Friedland	<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 / /

CLQ

199602A

Computershare +