

Melbourne, 4 August 2015

## Despatch of Entitlement Offer Documents & Offer Booklet

Clean TeQ Holdings Limited (ASX:CLQ) (**Clean TeQ**) advises that it has now despatched the following documents to eligible shareholders in relation to the Underwritten Entitlement Offer as announced on 27 July 2015:

- Clean TeQ Holdings Limited – Entitlement Offer Booklet
- Investor Presentation – July 2015
- Entitlement and Acceptance Form

A copy of the Entitlement Offer Booklet and Entitlement and Acceptance Form has been attached to this announcement.

As announced on 27 July 2015, the Company will raise approximately \$6.6 million through a non-renounceable 1 for 10 entitlement offer (**Entitlement Offer**) of fully paid ordinary shares in Clean TeQ (**New Shares**).

The offer price for the Entitlement Offer is \$0.18 per New Share (**Offer Price**). The Offer Price represents a 27% discount to the last traded price of Clean TeQ shares and a 22% discount to the 15 day volume weighted average price prior to the announcement of the Entitlement Offer on 27 July 2015.

The Entitlement Offer is underwritten by BW Equities Pty Ltd (**Underwriter**). Clean TeQ's major shareholder, Robert Friedland, has committed to sub-underwrite \$3.3 million of the Entitlement Offer, inclusive of his entitlement under the Entitlement Offer of approximately \$1.1 million.

Funds raised from the Entitlement Offer, together with other funds Clean TeQ has access to, will be used to progress the development of Clean TeQ's 100% owned Syerston Scandium Project in NSW including:

- Metallurgical test-work to confirm the optimal process for leaching of Scandium from ore
- Completion of the Scandium pilot plant production run currently underway
- Infill drilling program targeting high grade extensions to the Syerston resource
- Progressing discussions with Scandium end users with a view to securing binding offtake contracts
- Completion of the Syerston Feasibility Study, targeted for completion in Q2 of 2016

Funds raised from the Entitlement Offer will also be directed towards funding the ongoing development of Clean TeQ's Water Business, including any equity contribution required for the formation of the Water Treatment Joint Venture with SIDRI in China, repayment of the \$1.2M Nippon Gas loan, costs of the Offer and general corporate and working capital.

### **Eligible Shareholders**

The eligible shareholders to whom the Entitlement Offer is being made are those shareholders who are:

- a) registered as a holder of Clean TeQ shares as at the Record Date;
- b) have a registered address in Australia, New Zealand or Singapore;
- c) not in the United States, are not a "U.S. person", as defined in Regulation S under the U.S. Securities Act of 1933 (**U.S. Person**), and are not acting for the account or benefit of any person in the United States or any US Person; and
- d) eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

In addition to being able to apply for new shares under the Entitlement Offer, eligible shareholders will also have the ability to apply for additional new shares that are not subscribed for under the Entitlement Offer at the Offer Price.

### **Top Up Placement**

As part of the underwriting arrangements, Clean TeQ has reserved the right to make a placement of new shares to nominees of the Underwriter, at the same Offer Price as under the Entitlement Offer, using Clean TeQ's existing placement capacity (**Top Up Placement**). In particular, sub-underwriters of the Entitlement Offer, other than Robert Friedland, will be offered the right, but not the obligation, to receive a placement of new Clean TeQ shares of up to two thirds of their sub-underwriting commitments upon completion of the Entitlement Offer, equivalent to approximately 12.3 million shares (to raise up to an additional approximately \$2.2 million). It is expected that any new shares issued under the Top Up Placement will be issued at the same time as the New Shares under the Entitlement Offer.

### **For more information about Clean TeQ contact:**

Ben Stockdale, CFO or Melanie Leydin, Company Secretary +61 3 9797 6700

**About Clean TeQ Holdings Limited (ASX: CLQ)** – Based in Melbourne, Clean TeQ, using its proprietary Clean-iX<sup>®</sup> continuous ion exchange technology, is a world leader in resource recovery and industrial water treatment.

For more information about Clean TeQ please visit the Company's website at [www.cleanteq.com](http://www.cleanteq.com).

### **Important information**

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

This document may not be distributed or released in the United States.

This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative thereof or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Clean TeQ does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.



# Clean TeQ Holdings Limited

ABN 34 127 457 916

## Entitlement Offer Booklet

1 FOR 10 NON-RENOUNCEABLE PRO RATA ENTITLEMENT OFFER OF NEW SHARES AT AN ISSUE PRICE OF \$0.18 (18 CENTS) PER NEW SHARE

**The Entitlement Offer closes at 5.00 pm (Melbourne time) on  
Wednesday, 19 August 2015**

The Entitlement Offer is underwritten by BW Equities Pty Ltd

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE AN ELIGIBLE SHAREHOLDER YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES.

IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, OR TO US PERSONS

# Important Information

## About this document

This Offer Booklet contains information relating to a proposed entitlement offer to be undertaken by Clean TeQ Holdings Limited ACN 127 457 916 (CLQ). This Offer Booklet is important and requires your immediate attention.

You should read this Offer Booklet carefully and in its entirety, with emphasis on the risk factors detailed in Section 3, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in the CLQ.

The Entitlement Offer is being made in accordance with Section 708AA of the Corporations Act (as modified by ASIC Class Order 08/35). Accordingly, this document is not a prospectus and does not contain all information which an investor may require to make an informed investment decision.

## Forward-looking statements

This document contains forward looking statements that are not based solely on historical facts but are based on current expectations about future events and results. These forward looking statements are subject to inherent risks and uncertainties. Such risks and uncertainties include factors and risks specific to the operations of CLQ, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, actual events or results may differ materially from the expectations expressed or implied in such forward looking statements.

Forward-looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law or the ASX Listing Rules, CLQ does not in providing this information undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward looking statements contained in this document.

## Information about CLQ

The Investor Presentation accompanying this Offer Booklet includes information about CLQ and its current activities as at the date stated on it. It is information in summary form and does not purport to be complete. It should be read in conjunction with CLQ's other periodic and continuous disclosure announcements including CLQ's half year report lodged with ASX on 25 February 2015, CLQ's annual report lodged with ASX on 20 August 2014 and CLQ's other announcements to ASX available at [www.asx.com.au](http://www.asx.com.au) or [www.cleanteq.com](http://www.cleanteq.com).

## Foreign jurisdictions

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New Shares under the Entitlement Offer. The distribution by you of this Offer Booklet (including an electronic copy) outside Australia, New Zealand and Singapore may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

## Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet or the Associated Offer Announcements. Any information or representation that is not contained in this Offer Booklet or the Associated Offer Announcements may not be relied on as having been authorised by CLQ in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of CLQ, or any other person, warrants or guarantees the future performance of CLQ or any return on any investment made pursuant to the Entitlement Offer.

## No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Entitlement Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your financial or other professional adviser.

## Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 5. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated. All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

## Date of this document

This Offer Booklet is dated 4 August 2015.

**For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.**

# Table of contents

Important Information.....	2
Chairman's Letter.....	4
Key Dates .....	6
<b>1. Overview of the Entitlement Offer .....</b>	<b>7</b>
1.1 Summary .....	7
1.2 Eligible Shareholders .....	7
1.3 What is the entitlement of an Eligible Shareholder?.....	7
1.4 Top-Up Facility.....	8
1.5 No trading of entitlements .....	8
1.6 Top Up Placement .....	8
1.7 Underwriting of the Entitlement Offer .....	9
1.8 Issue of New Shares.....	11
1.9 Ranking of New Shares .....	11
1.10 Withdrawal of the Entitlement Offer .....	11
1.11 Speculative nature of Entitlement Offer and projects and relevant risk factors .....	11
1.12 Purpose and use of funds .....	11
1.13 Financial Impact.....	12
1.14 Effect on Capital Structure .....	12
1.15 Effect of the Offer on the Control of CLQ .....	12
<b>2. Choices available to Eligible Shareholders .....</b>	<b>13</b>
2.1 Your choices .....	13
2.2 How to participate in the Entitlement Offer.....	13
2.3 Representations you will be taken to make by acceptance .....	14
2.4 No minimum subscription .....	15
2.5 No cooling off rights .....	16
2.6 Refunds of excess application monies .....	16
2.7 If you do nothing .....	16
<b>3. Risk Factors.....</b>	<b>16</b>
<b>4. Further Information .....</b>	<b>16</b>
4.1 Taxation.....	16
4.2 This Offer Booklet is not a prospectus.....	16
4.3 CHES.....	17
4.4 Foreign shareholders .....	17
4.5 Privacy .....	18
4.6 Governing law.....	18
<b>5. Glossary and interpretation .....</b>	<b>19</b>
5.1 Definitions .....	19
5.2 Interpretation .....	20
Corporate Directory.....	21

## Chairman's Letter

4 August 2015

Dear Fellow Shareholder

On behalf of the Board of Clean TeQ Holdings Limited (**CLQ**), it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 1 new fully paid ordinary share in CLQ (**New Shares**) for every 10 shares at an issue price of \$0.18 (18 cents) per New Share (**Entitlement Offer**).

The Entitlement Offer is expected to raise approximately \$6.6 million before costs and expenses. Funds raised from the Entitlement Offer, together with other funds CLQ has access to, will be used to progress the development of CLQ's 100% owned Syerston Scandium Project in NSW including:

- Metallurgical test-work to confirm the optimal process for leaching of Scandium from ore
- Completion of the Scandium pilot plant production run currently underway
- Infill drilling program targeting high grade extensions to the Syerston resource
- Progressing discussions with Scandium end users with a view to securing binding offtake contracts
- Syerston Feasibility Study, targeted for completion in Q2 of 2016

Funds raised from the Entitlement Offer will also be directed towards funding the ongoing development of Clean TeQ's Water Business, including any equity contribution required for the formation of the Water Treatment Joint Venture with SIDRI in China, repayment of the \$1.2 million Nippon Gas loan, costs of the Entitlement Offer and general corporate and working capital.

### Overview of Entitlement Offer

The Entitlement Offer is being made to all shareholders (**Eligible Shareholders**) who are registered as a holder of CLQ Shares as at 7.00 pm (Melbourne time) on Friday, 31 July 2015 (**Record Date**).

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every 10 Shares of which they are the registered holder at 7.00 pm (Melbourne time) on the Record Date at an issue price of \$0.18 (18 cents) per New Share (**Issue Price**). The Entitlement Offer is non-renounceable. Eligible Shareholders are also invited to apply for additional New Shares in excess of their entitlement under the Top-Up Facility.

The Issue Price represents a discount of 27% to the price of CLQ shares as at the close of trading on 22 July 2015, being the last day of trading of CLQ shares before the Entitlement Offer was announced, and a 22% discount to the 15 day volume weighted average price prior to announcement of the Entitlement Offer.

Further information about CLQ is also contained in the Investor Presentation accompanying this Offer Booklet, which was released to the ASX on 27 July 2015.

### Underwriting Arrangements

The Entitlement Offer is underwritten by BW Equities Pty Ltd (**Underwriter**) pursuant to an Underwriting Agreement dated 27 July 2015. The Underwriter has received various sub-underwriting commitments, including from Robert Friedland, CLQ's largest shareholder. Robert Friedland has committed to take-up his full entitlement under the Entitlement Offer and has provided an additional sub-underwriting commitment for a total of \$3.3 million (inclusive of his entitlement).

Further details regarding the underwriting arrangements are set out in Section 1 of this Offer Booklet.

### Top Up Placement

As part of the underwriting arrangements, CLQ has reserved the right to make a further placement of new shares to nominees of the Underwriter at the same Offer Price as under the Entitlement Offer, using CLQ's existing placement capacity (**Top Up Placement**). In particular, the sub-underwriters of the Entitlement Offer, other than Robert Friedland, will be offered the right, but not the obligation, to receive a placement of new Clean TeQ shares of up to two thirds of their sub-underwriting commitments, equivalent to 12,362,160 shares (to raise up to an additional approximately \$2.2 million). Please refer to section 1.6 for further details.

### Action you should take

The Entitlement Offer is currently scheduled to close at **5.00 pm (Melbourne time) on Wednesday, 19 August 2015**. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.

Yours sincerely



Sam Riggall  
Executive Chairman and CEO  
Clean TeQ Holdings Limited



## Key Dates

Event	Date
Announcement of the Entitlement Offer	Monday, 27 July 2015
Shares traded on an “ex” entitlement basis	Wednesday, 29 July 2015
Record Date for eligibility to participate in the Entitlement Offer	Friday, 31 July 2015
Despatch of Entitlement Offer Booklet and Entitlement and Acceptance Form to eligible shareholders	Tuesday, 4 August 2015
Entitlement Offer opens	Tuesday, 4 August 2015
<b>Entitlement Offer closes at 5 pm</b>	Wednesday, 19 August 2015
New Shares quoted on deferred settlement	Thursday, 20 August 2015
Shortfall (if any) announced to ASX	Monday, 24 August 2015
Issue of New Shares and Deferred Settlement Trading ends	Wednesday, 26 August 2015
New Shares commence trading on a normal settlement	Thursday, 27 August 2015

Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time.

CLQ, with the consent of the Underwriter, reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations. In particular, CLQ reserves the right to extend the Closing Date and/or accept late Applications under the Entitlement Offer (either generally or in particular cases) without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible after the Entitlement Offer opens.

# 1. Overview of the Entitlement Offer

## 1.1 Summary

The Entitlement Offer is an underwritten pro rata offer of approximately 37 million New Shares at \$0.18 (18 cents) per New Share to raise approximately \$6.6 million before costs and expenses.

Eligible Shareholders are entitled to subscribe for 1 New Share for every 10 Shares held by them at 7.00 pm (Melbourne time) on the Record Date.

The Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Entitlement Offer is not taken up by any Eligible Shareholder prior to the Closing Date, the entitlement will lapse.

The choices available to Eligible Shareholders in respect of the Entitlement Offer are described in Section 2.

The Entitlement Offer is currently scheduled to close at 5.00 pm (Melbourne time) on Wednesday, 19 August 2015.

## 1.2 Eligible Shareholders

The Entitlement Offer is being made to those Shareholders who:

- (a) are registered as a holder of CLQ's Shares as at the Record Date;
- (b) have a registered address in Australia, New Zealand or Singapore;
- (c) are not in the United States, are not a US Person, and are not acting for the account or benefit of any person in the United States or any US Person; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

CLQ is of the view that it is unreasonable to make an offer under the Entitlement Offer to shareholders outside of Australia, New Zealand and Singapore having regard to:

- (a) the number of Shareholders outside of Australia, New Zealand and Singapore as a proportion of total Shareholders in CLQ;
- (b) the number and value of the New Shares to be offered to Shareholders outside of Australia, New Zealand and Singapore; and
- (c) the cost of complying with the legal requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, CLQ is not required to make offers under the Entitlement Offer to Shareholders outside of Australia, New Zealand and Singapore.

## 1.3 What is the entitlement of an Eligible Shareholder?

The number of New Shares to which you are entitled under the Entitlement Offer is shown in the personalised Entitlement and Acceptance Form which accompanies this Offer Booklet. In calculating each Eligible Shareholder's entitlement, fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares. Eligible Shareholders can subscribe for all, or part, of their pro rata entitlement under the Entitlement Offer. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in CLQ will be diluted to the extent that the Entitlement Offer is taken up by other persons.

## 1.4 Top-Up Facility

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (**Additional Shares**) in excess of their entitlement (**Top-Up Facility**). Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer (**Shortfall**). Additional Shares will be issued at the Issue Price of \$0.18 (18 cents) per New Share.

CLQ proposes to adopt the following allocation policy for allocating Shortfall:

- (a) If there is a Shortfall, it will first be allocated to the Underwriter, to be allocated to sub-underwriters to the extent to which their sub-underwriting commitment comprises their entitlement under the Entitlement Offer (including Robert Friedland);
- (b) If, following the above allocation, there remains a Shortfall, it will then be allocated to the Underwriter, to be allocated to priority sub-underwriters (excluding Robert Friedland) up to an amount of \$773,473. Priority sub-underwriters will be allocated shortfall shares allocated to the priority sub-underwrite pool based on their pro-rata share of priority sub-underwrite pool;
- (c) If, following the above allocation, there remains a Shortfall, each Eligible Shareholder who has applied for Additional Shares through the Top-Up Facility will be entitled to be allocated their pro-rata share of the Shortfall having regard to their holdings at the Record Date (if an Eligible Shareholder has made an application for Additional Shares for an amount less than the amount of Additional Shares that the Eligible Shareholder would otherwise be allocated under this process, the Eligible Shareholder will be allocated the amount applied for).
- (d) If, following the above allocation, there remains a Shortfall, it will then be allocated to the Underwriter, to be allocated to general sub-underwriters (including Robert Friedland). General sub-underwriters will be allocated shortfall shares allocated to the general sub-underwrite pool based on their pro-rata share of the general sub-underwrite pool.

For avoidance of doubt, the Corporations Act 20% relevant interest level applies to limit the acquisition of Additional Shares through the Top-Up Facility.

Accordingly, Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for in which case excess application money will be refunded without interest. If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make corresponding payment for your full Entitlement plus the Additional Shares (at \$0.18 (18 cents) per Additional Share).

## 1.5 No trading of entitlements

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

## 1.6 Top Up Placement

CLQ reserves the right to make a further placement of new Shares to nominees of the Underwriter, at the same Issue Price as under the Offer, using CLQ's existing placement capacity (**Top Up Placement**). In particular, sub-underwriters of the Entitlement Offer, other than Robert Friedland, will be offered the right, but not the obligation, to receive a placement of new CLQ shares of up to two thirds of their sub-underwriting commitments, equivalent to 12,362,160 million shares upon completion of the Entitlement Offer to raise an additional up to approximately \$2.23 million. It is expected that any new Shares issued under the Top Up Placement will be issued at the same time as the New Shares under the Entitlement Offer.

## 1.7 Underwriting of the Entitlement Offer

The Entitlement Offer is underwritten by BW Equities Pty Ltd (**Underwriter**), subject to the events of termination outlined below. Any New Shares which remain unallocated following the issue of New Shares under the Entitlement Offer will be taken up by the Underwriter (and its sub-underwriters), on the terms and, subject to the conditions, of the Underwriting Agreement and in accordance with the allocation policy.

The Underwriter will receive:

- (a) a management fee of 1% of the total amount raised under the Entitlement Offer and Top-Up Placement;
- (b) an underwriting fee of 5% of the amount underwritten (excluding the \$3,300,000 sub-underwriting commitment for New Shares made by Robert Friedland);
- (c) a placement fee of 5% of the amount raised under the Top Up Placement; and
- (d) an underwriting fee of 2% of the amount committed by Robert Friedland, which is payable to Robert Friedland.

CLQ Directors Sam Riggall and Ian Knight have also committed to sub-underwrite the Entitlement Offer for \$112,560 and \$60,000 respectively, inclusive of any applicable entitlements, and will receive sub-underwriting fees from the Underwriter of 1% of their sub-underwriting commitments.

Therefore, the total fees payable to the Underwriter in respect of the Entitlement Offer, inclusive of sub-underwriting fees payable by the Underwriter to sub-underwriters including Robert Friedland, Sam Riggall and Ian Knight, equals approximately \$299,000 plus GST if applicable.

CLQ must also reimburse the Underwriter for the reasonable costs and expenses (plus GST if applicable) incurred by the Underwriter in connection with the Entitlement Offer.

Under the Underwriting Agreement, CLQ has agreed to indemnify the Underwriter (and its related bodies corporate and representatives) against any losses they may suffer in connection with the Entitlement Offer.

The Underwriter may terminate the Underwriting Agreement (and hence its obligation to underwrite the Entitlement Offer) in specified circumstances. These include if any of the following events occur, subject to the Underwriter forming the opinion (reached in good faith and acting reasonably) that the relevant event has or could have a materially adverse effect on the success of the Entitlement Offer:

- (a) the S&P/ASX All Ordinaries Index, the S&P/ASX Metals and Mining Index or the Dow Jones Industrial Average is, at the close of trading on any three consecutive ASX trading days, more than 10% below its level as at the close of trading on the ASX trading day immediately preceding the date of the Underwriting Agreement;
- (b) a new circumstance has arisen since the Offer Booklet was lodged that fails to comply with section 708AA of the Corporations Act or CLQ fails to dispatch the Offer Booklet on the relevant dispatch date;
- (c) CLQ makes default under or is in breach of any of its material obligations under the Underwriting Agreement and following consultation between CLQ and the Underwriter, that failure is not remedied within five Business Days;
- (d) any warranty or representation by CLQ in the Underwriting Agreement ceases to be true in any material respect and, following consultation between CLQ and the Underwriter, the matters rendering the warranty untrue are not remedied within five Business Days;
- (e) a materially adverse change occurs in the financial position of CLQ;

- (f) any director or officer of CLQ named in the Offer Booklet is charged with or convicted of an indictable offence;
- (g) any material statement in the Offer Booklet is found to be or becomes misleading or deceptive or there is found to be a material omission from the Offer Booklet of material required by the Corporations Act (as applicable) or CLQ fails to lodge an Appendix 3B form with ASX in relation to the New Shares and any new Shares issued under the Top Up Placement;
- (h) the adoption or announcement by or on the authority of the government of the Commonwealth of Australia of:
  - (i) any future change in fiscal or monetary or taxation policy which would materially and adversely affect companies generally or CLQ in particular or investment in stocks and shares in Australia including but not limited to any change which is likely to materially and adversely affect interest rates not already announced or anticipated as at the date of this Agreement; or
  - (ii) any law or prospective law or other measure having the effect of restraining capital issues, corporate profits or foreign investment,
 and which, in either case, would materially and adversely affect the Entitlement Offer;
- (i) any person who has previously consented to the inclusion of its, his or her name in the Offer Booklet or to be named in the Offer Booklet, withdraws that consent by notice in writing to CLQ;
- (j) any information supplied at any time by CLQ (or any person on its behalf) to the Underwriter in respect of any aspect of the Entitlement Offer is or becomes materially false or misleading;
- (k) any of the results of investigations of CLQ or of any subsidiary conducted pursuant to CLQ's due diligence program and verification material is or becomes materially false or misleading;
- (l) any material contravention by CLQ or an officer of CLQ of any provision of the Corporations Act, or the ASIC or any governmental agency;
- (m) a resolution is passed by CLQ or an order made by a Court of competent jurisdiction for the winding up of CLQ, other than an order for the purpose of reconstruction or amalgamation made with the prior consent of the Underwriter;
- (n) a receiver or receiver and manager is appointed to all or any part of the assets or undertaking of CLQ;
- (o) CLQ enters into any scheme of arrangement with its creditors or any class of them or indicates its intention to do so;
- (p) CLQ suspends payments of its debts or is unable to pay its debts within the meaning of the Corporations Act;
- (q) CLQ is placed under external administration or an external administrator is appointed;
- (r) a liquidator is appointed to CLQ;
- (s) an inspector is appointed to CLQ pursuant to any law to investigate all or any part of the affairs of CLQ;
- (t) CLQ fails to furnish a compliance certificate in accordance with the requirements of the Underwriting Agreement and that failure is not remedied within five Business Days after receipt of notice from the Underwriter of the failure; or

- (u) there is an outbreak of hostilities (whether or not war has been declared) not presently existing or a major escalation in existing hostilities occurs involving any one or more of the Commonwealth of Australia, the United States of America, the Russian Federation, a member state of the European Union, the Peoples Republic of China or Japan.

## **1.8 Issue of New Shares**

CLQ currently expects that New Shares will be issued on Wednesday, 26 August 2015. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of CLQ or the New Shares.

## **1.9 Ranking of New Shares**

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

## **1.10 Withdrawal of the Entitlement Offer**

CLQ reserves the right to withdraw all or part of the Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws. In that case, CLQ will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to CLQ will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to CLQ.

## **1.11 Speculative nature of Entitlement Offer and projects and relevant risk factors**

In deciding whether to take up some or all of your entitlements under the Entitlement Offer, you should:

- (a) have regard to the high risk, speculative nature of CLQ's projects and activities and to the risks discussed in Section 3 and section 8 "Key Risk Factors" of the Investor Presentation accompanying this Offer Booklet;
- (b) understand that development of the Syerston Project and the successful commercialisation of CLQ's technology is subject to a high level of risk; and
- (c) read this Offer Booklet carefully and in its entirety, with emphasis on the risk factors detailed in Section 3 and Section 8 "Key Risk Factors" of the Investor Presentation accompanying this Offer Booklet, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in CLQ.

## **1.12 Purpose and use of funds**

CLQ is raising capital in order to strengthen its financial position, to cover forecast project expenditure and general working capital requirements. CLQ intends to achieve these objectives by using the net proceeds of the Entitlement Offer of approximately \$6.6 million before costs and expenses together with other funds CLQ has access to as follows:

- (a) to progress the development of CLQ's 100% owned Syerston Scandium Project in NSW including:
  - (i) metallurgical test-work to confirm the optimal process for leaching of Scandium from ore;
  - (ii) completion of the Scandium pilot plant production run currently underway;
  - (iii) infill drilling program targeting high grade extensions to the Syerston resource;

- (iv) progressing discussions with Scandium end users with a view to securing binding offtake contracts; and
  - (v) completion of the Syerston Feasibility Study, targeted for completion in Q2 of 2016.
- (b) to fund the ongoing development of Clean TeQ's Water Business, including any equity contribution required for the formation of the Water Treatment Joint Venture with SIDRI in China;
  - (c) to repay the \$1.2 million Nippon Gas Loan; and
  - (d) to pay the costs of the Entitlement Offer and for general corporate and working capital.

Further details are set out in the Investor Presentation accompanying this Offer Booklet.

### 1.13 Financial Impact

The proceeds from the Entitlement Offer, before allowing for costs and expenses, will amount to approximately \$6,640,000. Total costs and expenses in connection with the Entitlement Offer are estimated to be approximately \$350,000 plus GST if applicable. The net effect of the Entitlement Offer on CLQ's financial position will be to increase the cash held by CLQ by approximately \$6,290,000.

### 1.14 Effect on Capital Structure

The principal effect of the Entitlement Offer on CLQs issued share capital will be to increase the total number of issued Shares. The following table sets out the number of issued Shares on the Announcement Date and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Entitlement Offer:

Shares	Number
Shares on issue at the Announcement Date	368,765,739
Shares offered under the Entitlement Offer	36,876,5741
Total Shares on issue on completion of the Entitlement Offer	405,642,3122

**Notes:**

<sup>1</sup> The number of New Shares to be issued under the Entitlement Offer is subject to the rounding of fractional entitlements to New Shares.

<sup>2</sup> This number does not take into account any new shares which may be issued by CLQ under the Top Up Placement, which may include an issue of up to 12,362,160 new Shares. Please refer to Section 1.6 for further details.

### 1.15 Effect of the Offer on the Control of CLQ

The potential effect the Entitlement Offer will have on the control of CLQ is as follows:

- (a) If all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of CLQ. If some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders will be diluted.
- (b) The proportional interests of shareholders who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer.

Having regard to:

- (c) the composition of CLQ's share register;
- (d) the terms of the Entitlement Offer, the underwriting and sub-underwriting arrangements in place for the Entitlement Offer, and the nature of the underwriter and sub-underwriters; and

- (e) Robert Friedland having a current shareholding in CLQ of approximately 16.9% and having entered into a firm commitment with the Underwriter to take up his entitlement in full and to sub-underwrite any shortfall to a maximum of 12,105,822 New Shares (net of his entitlements),

there is a possibility that after the close of the Entitlement Offer and after the allocation of Shortfall, Robert Friedland may increase his shareholding in CLQ to up to 19.9%.

CLQ does not believe that any other person will increase their percentage shareholding in CLQ pursuant to the Entitlement Offer in a way which will have any material impact on the control of CLQ.

## 2. Choices available to Eligible Shareholders

### 2.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Shareholder, the following choices are available to you:

Option	See Section
Take up all or part of your entitlement under the Entitlement Offer	2.2(a)
Take up all of your entitlement under the Entitlement Offer and apply for Additional Shares under the Top-Up Facility	2.2(b)
Take no action	2.7

### 2.2 How to participate in the Entitlement Offer

- (a) Taking up all or some of your entitlement

To subscribe for New Shares offered to you under your pro rata allocation, please complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all, or that part, of your pro rata entitlement you wish to subscribe for.

- (b) Applying for Additional Shares under the Top-Up Facility

If you wish to apply for Additional Shares in excess of your entitlement, please complete your personalised Entitlement and Acceptance Form accordingly and follow the instructions set out on the form or below.

Your application for additional New Shares may not be successful (wholly or partially). The decision in relation to the number of additional New Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

- (c) Payment

The Issue Price of \$0.18 (18 cents) per New Share is payable in full on application.

Payments must be received by 5.00 pm (Melbourne time) on the Closing Date and must be in Australian currency and made by:

- (i) cheque drawn on and payable at any Australian bank;
- (ii) bank draft or money order drawn on and payable at any Australian bank; or
- (iii) BPAY®.



If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. You simply need to follow the instructions on the Entitlement and Acceptance Form. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY®. It is your responsibility to ensure that funds submitted through BPAY® are received by no later than 5.00 pm (Melbourne time) on the Closing Date.

CLQ will treat you as applying for as many New Shares as your payment will pay for in full.

Cheques, bank drafts and money orders must be made payable to “Clean TeQ Holdings Limited” and crossed ‘Not Negotiable’. Cash payments will not be accepted. Receipts for payment will not be provided.

CLQ will not be responsible for any postal or delivery delays or delay in the receipt of your BPAY® payment.

Application monies will be held in trust in a subscription account until New Shares are issued. Any interest earned on application monies will be for the benefit of CLQ and will be retained by CLQ irrespective of whether any issue of New Shares takes place.

(d) Return completed Entitlement and Acceptance Form and payment

Unless you are paying by BPAY®, completed Entitlement and Acceptance Forms and payment of application money should be forwarded to the Share Registry by mail in the enclosed prepaid envelope or, if you are outside of Australia or do not use the prepaid envelope, by mail addressed to:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001  
Australia

Completed Entitlement and Acceptance Forms and payments must be received by 5.00 pm (Melbourne time) on the Closing Date.

Please note that all acceptances, once received, are irrevocable.

If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. Please see Section 2.2(c) above for details.

### **2.3 Representations you will be taken to make by acceptance**

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and CLQ’s constitution;
- (c) authorised CLQ to register you as the holder of the New Shares allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;

- (e) acknowledged that once CLQ receives your Entitlement and Acceptance Form or any payment of application monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (f) agreed to apply for and be issued up to the number of New Shares and Additional Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any application monies via BPAY®, at the Issue Price per New Share;
- (g) authorised CLQ, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (h) declared that you were the registered holder at the Record Date of the Shares indicated in the Entitlement and Acceptance Form as being held by you on the Record Date;
- (i) acknowledged that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (j) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in CLQ and is given in the context of CLQs past and ongoing continuous disclosure announcements to the ASX;
- (k) acknowledged the statement of risks in the 'Risk Factors' Section of this Offer Booklet and that investments in CLQ are subject to risk;
- (l) acknowledged that none of CLQ or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of CLQ, nor do they guarantee the repayment of capital;
- (m) agreed to provide any requested substantiation of your eligibility to participate in the Entitlement Offer and your holding of Shares on the Record Date; and
- (n) authorised CLQ to correct any errors in your Entitlement and Acceptance Form.

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (o) you are not in the United States and are not a US Person and are not acting for the account or benefit of, a person in the United States or a US Person, and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (p) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia, New Zealand or Singapore, and accordingly, your pro rata entitlement may not be taken up, and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and
- (q) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States, a US Person, or a person acting for the account or benefit of a person in the United States or a US Person.

#### **2.4 No minimum subscription**

There is no minimum subscription for an Eligible Shareholder under the Entitlement Offer.

## **2.5 No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

## **2.6 Refunds of excess application monies**

Any application monies received for more than the number of New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any application monies. Payment of any refund will be made by cheque mailed to your address as last recorded in CLQ's register of members.

## **2.7 If you do nothing**

If you do not apply for Shares pursuant to the Entitlement Offer, your entitlement under the Entitlement Offer will lapse.

If you do not apply for Shares pursuant to the Entitlement Offer, your percentage ownership in CLQ will be diluted because the issue of New Shares under the Entitlement Offer will increase the total number of Shares on issue.

# **3. Risk Factors**

CLQ's activities are subject to a number of risks which may impact future financial performance and the market price at which New Shares trade. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, others are outside the CLQ's control and cannot be mitigated. Therefore, investors who acquire New Shares may be exposed to a number of risks. Broadly, these risks can be classified as risks that are general to investing in the share market and risks specific to an investment in Shares and CLQ's underlying business.

A detailed list of the identified major risks associated with investing in New Shares is contained in the Investor Presentation accompanying this Offer Booklet. This list is not exhaustive and investors should read this Offer Booklet and the Investor Presentation in their entirety before making an investment decision. Investors should also have regard to their own investment objectives and financial circumstances, and should consider seeking appropriate independent investment advice before deciding whether to invest in the New Shares.

# **4. Further Information**

## **4.1 Taxation**

Taxation implications of participating in the Entitlement Offer will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

## **4.2 This Offer Booklet is not a prospectus**

The Entitlement Offer is being conducted in accordance with Section 708AA of the Corporations Act (as modified by ASIC Class Order 08/35). In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of CLQ, refer to disclosures made by CLQ to the ASX (which are available for inspection on

the ASX website at [www.asx.com.au](http://www.asx.com.au) and on CLQ's website at [www.cleanteq.com.au](http://www.cleanteq.com.au) and seek the advice of your professional adviser.

#### **4.3 CHESS**

CLQ participates in the Clearing House Electronic Sub-Register System (**CHESS**), in accordance with ASX Listing Rules and operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up CLQ's principal register. Consequently, CLQ will not issue certificates to security holders but they will be provided with a Transaction Confirmation Statement, similar to a holding statement, which will set out the number of Shares allotted to them under this Entitlement Offer.

At the end of the month of allotment, CHESS (acting on behalf of CLQ) will provide security holders with a holding statement that confirms the number of securities held. A holding statement or Transaction Confirmation Statement, whether issued by CHESS or CLQ, will also provide details of a security holder's Holder Identification Number (in the case of a holding on the CHESS sub-register) or Securityholder Reference Number (in the case of a holding on the issuer sponsored sub-register). Following distribution of these initial statements to all securityholders, a holding statement will be provided to each securityholder at the end of any subsequent month during which the balance of that securityholder's holding of securities changes.

#### **4.4 Foreign shareholders**

(a) General restrictions

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia, New Zealand and Singapore may be restricted by law and persons who come into possession of this Offer Booklet outside the above jurisdictions should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of New Shares outside Australia.

Return of the Entitlement and Acceptance Form or your BPAY® payment will be taken by CLQ as a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of CLQ with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(c) Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection

with the offer or sale, or invitation for subscription or purchase, of New Shares may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of CLQ's shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore. Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(d) United States

This is not an offer to sell or a solicitation of an offer to buy securities in the United States. New Shares may not be offered or sold in the United States or to, or for the account or benefit of, US Persons in the absence of registration or an exemption from registration.

The New Shares have not been, and will not be, registered under the US Securities Act, or the securities laws of any state of the United States and accordingly, the New Shares may only be offered and sold: (i) within the United States or to, or for the account or benefit of, any US Person, to a limited number of approved institutional investors that are "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act), in transactions exempt from, or not subject to, the registration requirements of the US Securities Act; or (ii) outside the United States, to persons that are not US Persons and are not acting for the account or benefit of US Persons in offshore transactions in compliance with Regulation S under the US Securities Act.

The distribution of this Offer Booklet outside Australia, New Zealand and Singapore may be restricted by law. In particular, this Offer Booklet or any copy of it must not be taken into or distributed or released in the United States or distributed or released to any US Person. Persons who come into possession of this Offer Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

#### **4.5 Privacy**

By submitting an Entitlement and Acceptance Form, you will be providing personal information to CLQ (directly or through the Share Registry). CLQ collects, holds and will use that information to assess and process your application, administer your shareholding in CLQ and to provide related services to you. CLQ may disclose your personal information for purposes related to your shareholding in CLQ, including to the Share Registry, CLQ's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that CLQ holds about you. To make a request for access to your personal information held by (or on behalf of) CLQ, please contact CLQ through the Share Registry.

#### **4.6 Governing law**

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## 5. Glossary and interpretation

### 5.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

<b>\$ or A\$</b>	Australian dollars
<b>Additional Shares</b>	New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's entitlement
<b>Announcement Date</b>	27 July 2015
<b>Applicant</b>	a Shareholder as at the Record Date applying for New Shares under this Entitlement Offer
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>Associated Offer Announcements</b>	the announcements released to the ASX by CLQ on 27 July 2015
<b>ASX</b>	ASX Limited ACN 008 624 691 or, as the context requires, the financial market known as the Australian Securities Exchange operated by it
<b>ASX Listing Rules</b>	the official listing rules of the ASX as amended or replaced from time to time
<b>Board</b>	the board of directors of CLQ
<b>Business Day</b>	means a day which is not a Saturday, Sunday or a public holiday in Victoria
<b>Closing Date</b>	the deadline for accepting the Entitlement Offer, being 5.00 pm on Wednesday, 19 August 2015 (subject to change)
<b>CLQ or Company</b>	Clean TeQ Holdings Limited ACN 127 457 916
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>Directors</b>	the directors of CLQ
<b>Eligible Shareholder</b>	has the meaning given in Section 1.2
<b>Issue Price</b>	the price payable for each New Share under the Entitlement Offer, being \$0.18
<b>New Shares</b>	the Shares offered pursuant to the Entitlement Offer
<b>Offer Booklet</b>	this offer booklet dated 4 August 2015
<b>Record Date</b>	7.00 pm (Melbourne time) on Friday, 31 July 2015
<b>Share</b>	a fully paid ordinary share in the capital of CLQ
<b>Shareholder</b>	a registered holder of Shares
<b>Share Registry</b>	Computershare Investor Services Pty Limited
<b>Subsidiary</b>	a body corporate that is a subsidiary of CLQ within the meaning of the Corporations Act
<b>Top-Up Facility</b>	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in Section 1.4
<b>Underwriter</b>	BW Equities Pty Ltd
<b>United States</b>	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
<b>US Person</b>	The meaning given in Regulation S under the US Securities Act
<b>US Securities Act</b>	The United States Securities Act of 1933, as amended

## **5.2 Interpretation**

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

## Corporate Directory

### **DIRECTORS**

Mr Sam Riggall – Executive Chairman and CEO

Mr Peter Voigt – Executive Director

Mr Ian Knight – Non-Executive Director

Mr Roger Harley – Non-Executive Director

### **COMPANY SECRETARY**

Ms Melanie Leydin

### **HEAD OFFICE**

Ferntree Business Park  
2 Acacia Place  
Notting Hill VIC 3186

### **UNDERWRITER**

BW Equities Pty Ltd  
Level 25, 360 Collins Street  
Melbourne VIC 3000

### **SHARE REGISTRY**

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001

Phone (within Australia): 1300 850 505

Phone (outside Australia) + 61 3 9415 4000



**For all enquiries:**

**Phone:**




(within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000

**Web:**



[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



┌ 000001 000 CLQ  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Make your payment:**




See overleaf for details of the Offer and how to make your payment

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## Non-Renounceable Rights Issue — Entitlement and Acceptance Form

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 **Your payment must be received by 5:00pm (AEST) Wednesday 19 August 2015**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

### Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Booklet dated 4 August 2015.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Clean TeQ Holdings Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.


**Turn over for details of the Offer →**

# Entitlement and Acceptance Form with Additional Shares

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## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

**Registration Name:** MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

**Offer Details:** Existing shares entitled to participate as at  
31 July 2015:

Entitlement to New Shares  
on a 1 for 10 basis:


Amount payable on full acceptance  
at \$0.18 per New Share:

4,000

1

\$0.01

## STEP 2 Make Your Payment

	Biller Code: 40931 Ref No: 1234 5678 9123 4567 89
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### Pay by Mail:



Make your cheque, bank draft or money order payable to "**Clean TeQ Holdings Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 2987 Adelaide South Australia 5001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Wednesday 19 August 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Clean TeQ Holdings Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Wednesday 19 August 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Clean TeQ Holdings Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

[Detach here](#) - - -

## Clean TeQ Holdings Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at \$0.18 per New Share: **A\$**



Entitlement No: 12345678

**Payment must be received by 5:00pm (AEST) Wednesday 19 August 2015**

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Contact Details

**Contact Name** \_\_\_\_\_ **Daytime Telephone** \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$

123456789123456789+000000001-5002+15