



**ENVIRONMENTAL CLEAN TECHNOLOGIES LTD**  
**ACN 009 120 405**

# **Notice of Extraordinary General Meeting**

**Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 17 July 2026**

Time of Meeting:  
**10.00am (AEST)**

Location:  
**Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000**

*This Notice of Extraordinary 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.*

# ENVIRONMENTAL CLEAN TECHNOLOGIES LTD

ACN 009 120 405

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice is hereby given that the extraordinary general meeting of Shareholders of Environmental Clean Technologies Ltd (the “Company”) will be held on Friday, 17 July 2026 at 10.00am (AEST) at Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000 (“Meeting”).**

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your Proxy Form, please follow the directions on your personalised Proxy Form.

Shareholders attending the Meeting will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed Resolutions at the Meeting.

As noted previously, the Company strongly recommends its Shareholders to lodge a directed Proxy Form as soon as possible in advance of the Meeting. The Company will conduct a poll on each Resolution presented at the Meeting. The Company will accept questions during the Meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to the Company Secretary, Ju-Yup (Jonathan) Lee at [jonathan@jmc Corp.com.au](mailto:jonathan@jmc Corp.com.au). The Company will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any Shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: ECT) and on its website at <https://ectltd.com.au/>.

# AGENDA

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

## ORDINARY BUSINESS

### 1. Resolution 1: Approval of Selective Buy-Back of ELF Shares

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

*“That, for the purposes of sections 257A, 257B and 257D of the Corporations Act 2001 (Cth) (Corporations Act) and for all other purposes, approval is given for the Company to undertake a selective buy-back of 57,250,687 Shares (ELF Shares) held by the Selling Shareholders on the terms and conditions in the Explanatory Statement.”*

### 2. Resolution 2: Ratification of Issue of Convertible Note Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 17,725,490 Shares issued under Listing Rule 7.1 to LJ & K Thomson Pty Ltd (and/or their nominee(s)), on the terms and conditions in the Explanatory Statement.”*

### 3. Resolution 3: Ratification of Issue of Additional Tranche 2 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 4,166,666 Shares issued under Listing Rule 7.1 at an issue price of \$0.06 per Share, on the terms and conditions in the Explanatory Statement.”*

### 4. Resolution 4: Ratification of Issue of Performance Rights to Mr Robert Bilott

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 4,000,000 Performance Rights issued under Listing Rule 7.1 to Mr Robert Bilott (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”*

### 5. Resolution 5: Ratification of Issue of Performance Rights to Mr Lewis Utting

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,500,000 Performance Rights issued under Listing Rule 7.1 to Mr Lewis Utting (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”*

### 6. Resolution 6: Ratification of Issue of Performance Rights to Mr Hirokazu Minami

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,500,000 Performance Rights issued under Listing Rule 7.1 to Mr Hirokazu Minami (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”*

**7. Resolution 7: Election of Mr Jefferson Harcourt as a Director**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, Jefferson Harcourt, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Constitution and Listing Rule 14.4, be elected as a Director, effective immediately on the terms and conditions in the Explanatory Statement.”*

**8. Resolution 8: Issue of Director Performance Rights to Mr Jefferson Harcourt**

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

*“That, subject to and conditional upon the passing of Resolution 7, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve the issue of 3,500,000 Performance Rights to Mr Jefferson Harcourt (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”*

By order of the Board



**Jonathan Lee**  
**Company Secretary**

Dated: 18 June 2026

## 9. Notes

**9.1 Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice.

**9.2 Record Date:** The Company has determined that for the purposes of the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEST) on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 9.3 Proxies

### All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a Proxy Form prior to Wednesday, 15 July 2026 at 10.00am (AEST). Please refer to the accompanying Proxy Form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

## 9.4 Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all Shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to [jonathan@jmc corp.com.au](mailto:jonathan@jmc corp.com.au). We will attempt to address the more frequently asked questions at the Meeting.

## 9.5 Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 9.6 How the Chair will vote undirected proxies

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 9.7 Voting Exclusion Statement:

The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the Resolutions to be considered at the Meeting. These voting exclusions are described below.

### **Resolution 1**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) the Selling Shareholders (and/or their respective nominee(s)); or
- (b) an associate of the Selling Shareholders.

The Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Resolution 2**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of LJ & K Thomson Pty Ltd (and/or their nominee(s)) or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 3**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of persons who participated in the issue of Shares pursuant to the Additional Tranche 2 Placement or associates of any of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 4**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Robert Bilott (and/or his nominee(s)), or an associate of Mr Bilott.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Lewis Utting (and/or his nominee(s)), or an associate of Mr Utting.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Hirokazu Minami (and/or his nominee(s)), or an associate of Mr Minami.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 8**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Jefferson Harcourt (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Harcourt or of any of the other abovementioned persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Prohibition Statement**

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, or a Closely Related Party of such member; or
- (b) a person appointed as a proxy, where that person is either a member of Key Management Personnel or a Closely Related Party of such member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the vote is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **9.8 Enquiries**

Shareholders are invited to contact the Company Secretary, Jonathan Lee on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### 10. Resolution 1: Approval of Selective Buy-Back of ELF Shares

#### 10.1 Background

The Company has previously issued a total of 57,250,687 Shares (**ELF Shares**) to the Shareholders set out in Schedule 4 (**Selling Shareholders**) pursuant to equity lending facilities established by the Company (**ELF**). Under the ELF arrangement, the ELF Shares worked similarly to options and were issued by the Company to the Selling Shareholders for various purposes. The ELFs were on substantially the same terms and operated as follows:

- the Company agreed to issue the Selling Shareholders the ELF Shares at a specified issue price;
- each Selling Shareholder entered into loan agreements (**Loan Agreements**) with ECT Finance Limited (a wholly owned subsidiary of the Company) under which ECT Finance Limited agreed to lend the subscription amount to the Selling Shareholder on the following key terms;
  - the Selling Shareholder would have to repay the loan (and accrued but unpaid interest) by a specified repayment date;
  - the loan was secured against the ELF Shares, and a holding lock was applied to the ELF Shares until such time as the loan was repaid;
  - the loans are non-recourse (save for the security over the ELF Shares);
  - if the Selling Shareholder repaid the loan prior to the repayment date, the holding lock would be removed and the Selling Shareholder would become the legal and beneficial shareholder of the ELF Shares; and
  - if the Selling Shareholder did not repay the loan by the repayment date, the Company may take any actions to sell or cancel the ELF Shares.

The maturity dates under the Loan Agreements have now expired, and all Selling Shareholders have elected not to repay the loans. As such, the Company will (subject to Shareholder approval) cancel the ELF Shares for nil cash consideration.

Resolution 1 seeks Shareholder approval to conduct a selective buy-back of the ELF Shares for no consideration (**Selective Buy-Back**). Under the Corporations Act, the ELF Shares bought back by the Company will immediately be cancelled.

#### 10.2 Nature of the Proposed Selective Buy-Back

Resolution 1 seeks Shareholder approval for the Selective Buy-Back from the Selling Shareholders.

Section 257A of Division 2 of the Corporations Act states that a company may buy-back its own shares if:

- the buy-back does not materially prejudice the company's ability to pay its creditors; and
- the company follows the procedures laid down in Division 2 of the Corporations Act.

As noted above, the ELF Shares will be bought back by the Company for nil cash consideration. The Directors are satisfied that the Selective Buy-Back will not materially prejudice the Company's ability to pay its creditors, in accordance with section 257A of the Corporations Act.

Section 257B of the Corporations Act sets out the procedure the Company must follow to give effect to the Selective Buy-Back.

Section 257D of the Corporations Act requires that selective buy-backs are approved by a special resolution passed at a general meeting of the Company with no votes cast in favour of the Resolution by any person whose Shares are to be bought back or by their associates. Section 257D also requires that the Company include with the Notice a statement setting out all information known to the Company that is material to the decision on how to vote on the Resolution. In addition to the information above, the Company therefore also provides the following information in Sections 10.3 to 10.12 below.

#### 10.3 Terms of the Selective Buy-Back

Subject to Shareholder approval:

- **Number of ELF Shares:** 57,250,687 Shares, held by the Selling Shareholders as set out in Schedule 4;
- **Selling Shareholders:** as set out in Schedule 4;

- **Consideration:** Extinguishment and discharge pursuant to the Loan Agreement. No cash consideration will be payable by the Company for the cancellation of the ELF Shares;
- **Completion timeframe:** within three months of the date of Resolution 1 or such longer period as permitted under the Corporations Act and Listing Rules; and
- **Cancellation:** the ELF Shares will be cancelled immediately upon completion in accordance with section 257H of the Corporations Act.

No cash consideration will be paid by the Company for the Selective Buy-Back. Accordingly, the Company does not require a source of funds to effect the Selective Buy-Back.

The Directors are authorised to do all things necessary or desirable to give effect to the Selective Buy-Back, including lodging all required ASX and ASIC notifications.

#### 10.4 Effect on Capital Structure

As at the date of this Notice, the Company has 416,089,918 Shares on issue and the latest market sale price as at 15 June 2026 is \$0.11 per Share.

If the Selective Buy-Back is approved and completed:

- the Company's issued capital will reduce by 57,250,687 Shares, representing a decrease of 13.76% of the Shares on issue; and
- the percentage shareholdings of remaining Shareholders will increase proportionately.

The table below illustrates the Company's Share capital upon completion of the Selective Buy-Back.

	Number
Shares prior to the Selective Buy-Back	416,089,918
Shares after the Selective Buy-Back	358,839,231

**Note:** *The interests of the Shareholders (other than the Selling Shareholders) will increase through conduct of the Selective Buy-Back.*

The Selective Buy-Back will reduce the number of Shares on issue and remove the overhang associated with the ELF Shares.

#### 10.5 Financial Effect

The consideration for the Selective Buy-Back is the extinguishment of the ELFs with the Selling Shareholders. Accordingly:

- no cash outflow will occur;
- the Company's net assets will reflect the discharge of the loan receivable; and
- there will be no material impact on working capital.

#### 10.6 Rationale for the Buy-Back

The Board considers the Selective Buy-Back to be in the best interests of the Company for the following reasons:

- finalises the expired Loan Agreements and ELF arrangements;
- simplifies the capital structure, and reduces the number of Shares on issue with no cash payable by the Company for the buy back;
- removes uncertainty associated with the ELF Shares;

- improves clarity of issued capital; and
- aligns the capital base with the Company's current strategic direction.

The Board believes the Selective Buy-Back is fair and reasonable to Shareholders as a whole.

### **10.7 Effect of the Selective Buy-Back on the control of the Company**

No Shareholder will increase their holdings in the Company to more than 20% as a result of the Selective Buy-Back and the Board is of the view that there is no material effects on control of the Company resulting from the Selective Buy-Back.

### **10.8 Advantages and Disadvantages**

#### **10.8.1 Advantages**

The Company considers that the following are advantages of undertaking the Selective Buy-Back:

- capital structure simplification;
- the Selective Buy-Back will cancel the remaining ELF Shares issued for the purpose detailed above where that purpose is no longer being pursued;
- no cash impact; and
- proportional increase in existing Shareholders' ownership.

#### **10.8.2 Disadvantages**

The Board is of the view that there are no disadvantages of the Selective Buy-Back as the purpose for which the ELF Shares were issued as detailed above is no longer applicable and the Selective Buy-Back will eliminate the ELF Shares for no consideration.

### **10.9 Timing**

If Resolution 1 is approved:

- completion will occur within three months;
- ELF Shares will be cancelled upon completion; and
- ASX notifications (including Appendix 3D and capital change notification) will be lodged.

### **10.10 Voting Exclusion**

In accordance with section 257D of the Corporations Act:

- the Selling Shareholders and their associates are not permitted to vote on Resolution 1; and
- the Company will disregard any votes cast in favour of Resolution 1 by those persons.

### **10.11 Interests of Directors**

Mr Faldi Ismail, a Director of the Company, has interests in the ELF Shares held by Benefico Pty Ltd and Kaai Pty Ltd, as detailed in Annexure 4.

In accordance with section 257D, as detailed in Section 10.10 above, Mr Ismail will be excluded from voting on Resolution 1.

### **10.12 Other material information**

The Board is not aware of any other material information that has not been disclosed to Shareholders.

### **10.13 Board Recommendation**

The Directors (excluding Mr Ismail) unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of the Resolution.

## **11. Resolution 2: Ratification of Issue of Convertible Note Shares**

### **11.1 Background**

In December 2024 the Company entered into a deed (**Convertible Note Deed**) with LJ & K Thomson pursuant to which LJ & K Thomson agreed to subscribe for, and the Company agreed to issue 1,130,000 convertible notes with a face value of \$1.00 per note, for a total subscription amount of \$1,130,000 (**Convertible Notes**).

In December 2025, the Convertible Notes held by LJ & K Thomson converted into 17,725,490 Shares, at a conversion price of \$0.0635 per Share (**Convertible Note Shares**).

### **11.2 General**

Resolution 2 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) of the issue of 17,725,490 Convertible Note Shares to LJ & K Thomson (issued pursuant to the Company's placement capacity under Listing Rule 7.1).

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

### **11.3 Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of the Convertible Note Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without having to obtain prior Shareholder approval under those rules. Accordingly, Resolution 2 seeks Shareholder approval for the issue of the Convertible Note Shares under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of the Convertible Note Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Convertible Note Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **11.4 Specific information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Convertible Note Shares were issued to LJ & K Thomson;
- (b) the Convertible Note Shares were issued to LJ & K Thomson on 23 December 2025 pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1;
- (c) the Convertible Note Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respect with the existing Shares on issue;

- (d) the Convertible Note Shares were issued at a conversion price of \$0.0635 per Share;
- (e) no funds were raised from the issue of the Convertible Note Shares as they were being issued pursuant to the conversion of the Convertible Notes;
- (f) the Convertible Note Shares were issued under the Convertible Note Deed. The key terms and conditions of the Convertible Notes are summarised in Schedule 1; and
- (g) a voting exclusion statement is provided in the Notice for Resolution 2.

### 11.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

## 12. Resolution 3: Ratification of Issue of Additional Tranche 2 Placement Shares

### 12.1 Background

In September 2025, the Company announced that it had received firm commitments for a two-tranche placement of 50,000,000 Shares (**Placement Shares**) to sophisticated, professional and institutional investors at \$0.06 per Share to raise a total of \$3 million (before costs) (**Placement**).

The Placement comprised two tranches, being:

- (a) a placement of 8,333,333 Shares (**Tranche 1 Placement Shares**) to raise approximately \$500,000 (before costs), subsequently ratified at the annual general meeting held in November 2025; and
- (b) a placement of 41,666,667 Shares (**Tranche 2 Placement Shares**) to raise approximately \$2.5 million (before costs), approved at the annual general meeting held in November 2025.

The Tranche 1 Placement Shares were issued on 1 October 2025 and Tranche 2 Placement Shares were issued on 23 December 2025.

Proceeds from the Placement were (and are being) utilised primarily for the development of the Company's technologies and for working capital purposes. Refer to the Company's ASX announcement on 25 September 2025 for further details of the Placement.

In response to strong investor demand for the Placement, the Company subsequently raised an additional \$250,000 through the issue of 4,166,666 Shares (**Additional Tranche 2 Placement Shares**) at an issue price of \$0.06 per Share to unrelated sophisticated and professional investors, under the Company's existing Listing Rule 7.1 placement capacity (**Additional Tranche 2 Placement**).

### 12.2 General

Resolution 3 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 for the prior issue of the Additional Tranche 2 Placement Shares.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

### 12.3 Listing Rule 7.4

Refer to Section 11.3 for a summary of Listing Rules 7.1 and 7.4.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without having to obtain prior Shareholder approval under those rules. Accordingly, Resolution 3 seeks Shareholder approval for the issue of the Additional Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the Additional Tranche 2 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Additional Tranche 2 Placement Shares.

If Resolution 3 is not passed, the Additional Tranche 2 Placement Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Additional Tranche 2 Placement Shares.

#### **12.4 Specific information required under Listing Rule 7.5**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Additional Tranche 2 Placement Shares, being 4,166,666 Shares, were issued to sophisticated and professional investors identified by Peloton Capital Pty Ltd, as the lead manager of the Additional Tranche 2 Placement. None of the participants in the Additional Tranche 2 Placement are related parties of the Company, members of the Key Management Personnel, or an associate of any of those persons;
- (b) the Additional Tranche 2 Placement Shares were issued to the Additional Tranche 2 Placement participants on 23 December 2025 pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1;
- (c) the Additional Tranche 2 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respect with the existing Shares on issue;
- (d) the Additional Tranche 2 Placement Shares were issued at an issue price of \$0.06 per Share, raising \$250,000;
- (e) funds raised from the issue of the Additional Tranche 2 Placement Shares were (and are being) used primarily for the development of the Company's technologies and for working capital purposes;
- (f) the Additional Tranche 2 Placement Shares were issued under short form subscription letters pursuant to which the Additional Tranche 2 Placement participants received Shares at an issue price of \$0.06 per Share; and
- (g) a voting exclusion statement is provided in the Notice for Resolution 3.

#### **12.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

### **13. Resolutions 4 to 6 (inclusive): Ratification of Issue of Performance Rights to Advisory Board Members**

#### **13.1 Background**

In 2025, the Company established an advisory board (**Advisory Board**), to bring together experts as it pursues its strategy of developing a diversified portfolio of technologies.

The Company appointed Advisory Board members as follows:

- (a) on 1 December 2025, the Company announced that it had appointed Mr Robert Bilott to the Advisory Board;
- (b) on 23 December 2025, the Company announced that it had appointed Mr Lewis Utting to the Advisory Board; and
- (c) on 12 January 2026, the Company announced that it had appointed Mr Hirokazu Minami to the Advisory Board,

#### **(Advisory Board Members).**

As detailed below, the Advisory Board Members were issued Performance Rights in the Company in connection with their appointment to the Advisory Board, aligning their interests with that of shareholders.

#### **13.2 General**

Resolutions 4 to 6 (inclusive) seek Shareholder ratification and approval pursuant to Listing Rule 7.4 for the prior issue of Performance Rights to the Advisory Board Members, solely in their individual capacity as an Advisory Board Member as follows:

- (a) on 23 December 2025, the Company issued 4,000,000 Performance Rights to Mr Robert Bilott (Resolution 4) which will vest and convert into Shares as follows:

- a. 1,000,000 Performance Rights will vest if Mr Bilott remains on the Advisory Board for one year;
  - b. 1,000,000 Performance Rights will vest if Mr Bilott remains on the Advisory Board for two years;
  - c. 1,000,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of 50c at any time within two years from grant (and Mr Bilott remains on the Advisory Board at that time); and
  - d. 1,000,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of \$1 at any time within three years from grant (and Mr Bilott remains on the Advisory Board at that time).
- (b) on 23 December 2025, the Company issued 3,500,000 Performance Rights to Mr Lewis Utting (Resolution 5) which will vest and convert into Shares as follows:
- a. 1,000,000 Performance Rights will vest if Mr Utting remains on the Advisory Board for one year;
  - b. 1,000,000 Performance Rights will vest if Mr Utting remains on the Advisory Board for two years;
  - c. 750,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of 50c at any time within two years from grant (and Mr Utting remains on the Advisory Board at that time); and
  - d. 750,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of \$1 at any time within three years from grant (and Mr Utting remains on the Advisory Board at that time).
- (c) on 10 June 2026, the Company issued 3,500,000 Performance Rights to Mr Hirokazu Minami (Resolution 6) which will vest and convert into Shares as follows:
- a. 1,000,000 Performance Rights will vest if Mr Minami remains on the Advisory Board for one year;
  - b. 1,000,000 Performance Rights will vest if Mr Minami remains on the Advisory Board for two years;
  - c. 750,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of 50c at any time within two years from grant and the Company achieves a binding Memorandum of Understanding with a Japanese corporation or government agency; and
  - d. 750,000 Performance Rights will vest if the Company achieves a commercial per- and polyfluoroalkyl substances remediation contract and/or a research and development collaboration for technology commercialisation with a Japanese corporation or government agency with a minimum value of AUD\$5,000,000 (~¥524,000,000) within three years from grant.

Resolutions 4 to 6 (inclusive) are ordinary resolutions.

The Chair intends to exercise all available proxies in favour of Resolutions 4 to 6 (inclusive).

### 13.3 Listing Rule 7.4

Refer to Section 11.3 for a summary of Listing Rules 7.1 and 7.4.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without having to obtain prior Shareholder approval under those rules. Accordingly, Resolutions 4 to 6 (inclusive) seek Shareholder approval for the issue of Performance Rights to the Advisory Board Members under and for the purposes of Listing Rule 7.4.

If Resolutions 4 to 6 (inclusive) are passed, the Performance Rights will be excluded in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Performance Rights to the Advisory Board Members.

If Resolutions 4 to 6 (inclusive) are not passed, the Performance Rights will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Performance Rights to the Advisory Board Members.

### **13.4 Specific information required under Listing Rule 7.5**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Performance Rights were issued to the Advisory Board Members as follows:
  - a. 4,000,000 Performance Rights to Mr Robert Bilott (and/or his nominee(s)) (Resolution 4);
  - b. 3,500,000 Performance Rights to Mr Lewis Utting (and/or his nominee(s)) (Resolution 5); and
  - c. 3,500,000 Performance Rights to Mr Hirokazu Minami (and/or his nominee(s)) (Resolution 6).
- (b) the Performance Rights were issued to Mr Bilott and Mr Utting on 23 December 2025 and Mr Minami on 10 June 2026 pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1;
- (c) the Shares issued on exercise of the Performance Rights will be fully paid ordinary shares in the capital of the Company and rank equally in all respect with the existing Shares on issue;
- (d) the issue price of the Performance Rights was nil;
- (e) the purpose of the issue of Performance Rights is to retain and incentivise Messrs Bilott, Utting and Minami to continue their position as Advisory Board Members;
- (f) the Performance Rights were issued under an agreement. The key terms and conditions of the Performance Rights are summarised in Schedule 2; and
- (g) a voting exclusion statement is provided in the Notice for Resolutions 4 to 6 (inclusive).

### **13.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4 to 6 (inclusive).

## **14. Resolution 7: Election of Mr Jefferson Harcourt as a Director**

### **14.1 General**

The Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following general meeting and is then eligible for re-election.

Listing Rule 14.4 also provides that each additional Director appointed during the year must not hold office without re-election past the next annual general meeting of the Company. If Shareholders approve the election of Mr Jefferson Harcourt pursuant to Resolution 7, Mr Harcourt will not be required to seek election pursuant to Listing Rule 14.4 at the Company's annual general meeting, however Mr Harcourt may still retire by rotation at the Company's annual general meeting pursuant to Listing Rule 14.5.

Mr Harcourt was appointed as an additional Director on 17 March 2026 and has since served as a Director.

Under this Resolution, Mr Harcourt seeks election as a Director at this Meeting.

Mr Harcourt is a seasoned technology commercialisation leader with 25+ years' experience founding, scaling and bringing research related technologies to market in collaboration with universities, research institutes and industry partners.

Currently, Mr Harcourt serves as Executive Director of Eco Detection, leading the strategy and execution for development and deployment of advanced continuous water quality monitoring systems used by governments, industry and research organisations globally. Mr Harcourt was also the founder and currently Executive Chairman at Grey Innovation, a technology commercialisation group that partners with research institutions and industry to accelerate innovation into market-ready products.

### **14.2 Board recommendation**

The Board (excluding Mr Harcourt) recommends that Shareholders vote in favour of the election of Mr Jefferson Harcourt. The Chair of the Meeting intends to vote undirected proxies in favour of Mr Jefferson Harcourt's election.

## **15. Resolution 8: Issue of Director Performance Rights to Mr Jefferson Harcourt**

### **15.1 Background**

As detailed above, Mr Jefferson Harcourt was appointed Non-Executive Director in March 2026. As part of Mr Harcourt's appointment, the Company agreed, subject to Shareholder approval, issue to Mr Harcourt (and/or his nominee(s)) 3,500,000 Performance Rights, which will vest and convert into Shares as follows:

- (a) 1,000,000 Performance Rights will vest if Mr Harcourt remains on the Board for one year and the Company's Share price reaches a 10-day VWAP of \$0.15 (15 cents) at any time within one year from grant;
- (b) 1,000,000 Performance Rights will vest if Mr Harcourt remains on the Board for two years and the Company's Share price reaches a 10-day VWAP of \$0.25 (25 cents) at any time within two years from grant;
- (c) 750,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of \$0.50 (50 cents) at any time within two years from grant (and Mr Harcourt remains on the Board at that time); and
- (d) 750,000 Performance Rights will vest if the Company's Share price reaches a 10-day VWAP of \$1.00 at any time within three years from grant (and Mr Harcourt remains on the Board at that time),

#### **(Director Performance Rights)**

The terms and conditions of the Director Performance Rights are detailed in Schedule 3.

### **15.2 General**

Resolution 8 seeks Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) to issue Director Performance Rights to Mr Jefferson Harcourt (and/or his nominee(s)), a Director.

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party. Mr Harcourt is a related party of the Company by virtue of being a Director.

The issue of the Director Performance Rights does not fall within any of the exceptions to Listing Rule 10.11 and is therefore conditional upon Shareholder approval (which is being sought pursuant to Resolution 8).

Resolution 8 is an ordinary resolution and is conditional on the passing of Resolution 7.

The Chair intends to exercise all available undirected proxies in favour of Resolution 8

### **15.3 Chapter 2E of the Corporations Act**

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Section 211 of the Corporations Act specifies that member approval is not needed if the financial benefit or remuneration is to a related party, such as an officer or employee of the company, and to give the remuneration would be reasonable given:

- (a) the circumstances of the public company or entity giving the remuneration; and
- (b) the related party's circumstances (including the responsibilities involved in the office or employment).

The Directors (other than Mr Harcourt, who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of the Director Performance Rights constitutes reasonable remuneration payable to the Mr Harcourt in the circumstances.

### **15.4 Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;

- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of Director Performance Rights to Mr Harcourt (and/or his nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Mr Harcourt is a related party of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 8 seeks the required Shareholder approval to issue 3,500,000 Performance Rights to Mr Jefferson Harcourt (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Director Performance Rights to Mr Jefferson Harcourt (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Director Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Mr Jefferson Harcourt (and/or his nominee(s)), and the Company may seek alternative incentive arrangements for Mr Harcourt.

### **15.5 Specific information required by Listing Rule 10.13**

The following information in relation to Resolution 8 is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Director Performance Rights will be issued to Mr Jefferson Harcourt (and/or his nominee(s)) pursuant to Resolution 8;
- (b) Mr Jefferson Harcourt falls within Listing Rule 10.11.1 as he is a Director and therefore a related party of the Company;
- (c) the maximum number of Director Performance Rights to be issued to Mr Jefferson Harcourt (and/or his nominee(s)) is 3,500,000 Performance Rights, approval of which is sought pursuant to Resolution 8;
- (d) the Shares issued on exercise of the Director Performance Rights will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue;
- (e) the Director Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the issue price of the Director Performance Rights will be nil;
- (g) The purpose of the issue of the Director Performance Rights is to retain and incentivise Mr Harcourt to continue in his position as Non-Executive Director and to provide cost effective remuneration to Mr Harcourt, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Harcourt;
- (h) the current total remuneration package received by Mr Harcourt is \$50,000 per annum, as Non-Executive Director fees; and
- (i) voting exclusion statements are included in the Notice for Resolution 8.

### **15.6 Board recommendation**

The Board (excluding Mr Jefferson Harcourt) recommends that Shareholders vote in favour of Resolution 8.

## GLOSSARY

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

“\$” means Australian Dollars;

“**15% Placement Capacity**” has the meaning given in Section 11.3;

“**Additional Tranche 2 Placement**” has the meaning given in Section 12.1;

“**Additional Tranche 2 Placement Shares**” has the meaning given in Section 12.1;

“**Advisory Board**” has the meaning given in Section 13.1;

“**Advisory Board Member**” has the meaning given in Section 13.1;

“**AEST**” means Australian Eastern Standard Time;

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

“**Board**” means the Directors acting as the board of Directors;

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

“**Closely Related Party**” means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act;

“**Company**” or “**ECT**” means Environmental Clean Technologies Ltd ABN 28 009 120 405;

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

“**Convertible Note Deed**” has the meaning given in Section 11.1;

“**Convertible Notes**” has the meaning given in Section 11.1;

“**Convertible Note Shares**” has the meaning given in Section 11.1;

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

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

“**Director Performance Rights**” has the meaning given in Section 15.1;

“**ELF**” has the meaning given in Section 10.1;

“**ELF Shares**” has the meaning given in Section 10.1;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

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

“**LJ & K Thomson**” means LJ & K Thomson Pty Ltd (ACN 120 166 510);

“**Loan Agreements**” has the meaning given in Section 10.1;

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

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

“**Option**” means an option to acquire a Share;

“**Performance Right**” means a right to be issued a Share;

“**Placement**” has the meaning given in Section 12.1;

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

“**R&D Rebates**” means rebates owed or that may be paid or become owing to the Company by a government authority or similar organisation as an incentive by the Company to undertake research and development activities;

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

“**Section**” means a section of the Explanatory Statement;

“**Selective Buy-Back**” has the meaning given in Section 10.1;

“**Selling Shareholders**” has the meaning given in Section 10.1;

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

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

“**Tranche 1 Placement Shares**” has the meaning given in Section 12.1;

“**Tranche 2 Placement Shares**” has the meaning given in Section 12.1; and

“**VWAP**” means volume weighted average price.

## Schedule 1 Terms of the Convertible Note Deed

The Convertible Note Deed contains the following terms:

- (a) **Loan type:** secured Convertible Notes;
- (b) **Establishment fee:** the Company is required to pay LJ & K Thomson an establishment fee of \$19,550 (this has been paid by the Company);
- (c) **Total face value of Convertible Notes:** \$1,130,000;
- (d) **Maturity Date:** 6 December 2025;
- (e) **Security:** first ranking security under a general security agreement over all assets of the Company other than IP and R&D Rebates (**Security**);
- (f) **Interest:** the Convertible Notes will accrue interest at a rate of 11.5% per annum;
- (g) **Payment of interest:** interest on the Convertible Notes is payable by the Company monthly in advance;
- (h) **Conversion terms:**
  - a. the Convertible Notes are convertible at the option of LJ & K Thomson at any time up to the Maturity Date, with the aggregate face value of the Convertible Notes to be converted required to be equal to or greater than \$50,000 for each conversion notice, assuming that the Company has obtained the necessary shareholder approvals required (if required) for conversion of the Convertible Notes; and
  - b. if the Company is required under the *Corporations Act 2001* (Cth), its constitution or the Listing Rules to obtain any shareholder approvals in connection with the conversion of Convertible Notes the subject of a conversion notice from LJ & K Thomson, then the Company must use reasonable endeavours to obtain that approval within the 6 months of the date of the relevant conversion notice. If after having used reasonable endeavours to obtain that approval, the Company is unable to do so, the Company must, unless otherwise agreed between the parties, immediately redeem the Convertible Notes the subject of the Conversion Notice, but only to the extent that the conversion of those Convertible Notes into Shares without shareholder approval would result in a breach of the Corporations Act, the Constitution or the Listing Rules;
- (i) **Conversion Price:** each Convertible Note converts into Shares in the Company at a rate that is \$0.0635 per Share;
- (j) **Redemption:** any Convertible Notes not converted by the Maturity Date will be redeemed at face value; and
- (k) **Representations and warranties:** the Convertible Note Deed contains usual representations and warranties given by the Company and LJ & K Thomson for a transaction of this nature.

## Schedule 2 Terms of the Performance Rights to Advisory Board Members

The terms and conditions of the Performance Rights to Advisory Board Members are summarised below:

### 1 Entitlement

Each Performance Right entitles the Advisory Board Member to acquire one Share, on and subject to these terms and conditions.

### 2 Vesting Condition and Expiry Date

#### Robert Bilott:

Number of Performance Rights	Vesting Condition	Expiry Date
1,000,000	Remains on the Advisory Board for one (1) year.	One (1) year from the issue date.
1,000,000	Remains on the Advisory Board for two (2) years.	Two (2) years from the issue date.
1,000,000	The Company achieving a 10-day VWAP of \$0.50 at any time within two (2) years from grant (and Mr Bilott remains on the Advisory Board at that time).	Two (2) years from the issue date.
1,000,000	The Company achieving a 10-day VWAP of \$1.00 at any time within three (3) years from grant (and Mr Bilott remains on the Advisory Board at that time).	Three (3) years from the issue date.

#### Lewis Utting:

Number of Performance Rights	Vesting Condition	Expiry Date
1,000,000	Remains on the Advisory Board for one (1) year.	One (1) year from the issue date.
1,000,000	Remains on the Advisory Board for two (2) years.	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$0.50 at any time within two (2) years from grant (and Mr Utting remains on the Advisory Board at that time).	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$1.00 at any time within three (3) years from grant (and Mr Utting remains on the Advisory Board at that time).	Three (3) years from the issue date.

## Hirokazu Minami:

Number of Performance Rights	Vesting Condition	Expiry Date
1,000,000	Remains on the Advisory Board for one (1) year.	One (1) year from the issue date.
1,000,000	Remains on the Advisory Board for two (2) years.	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$0.50 at any time within two (2) years from grant (and Mr Minami remains on the Advisory Board at that time).	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$1.00 at any time within three (3) years from grant (and Mr Minami remains on the Advisory Board at that time).	Three (3) years from the issue date.

### 3 Redemption Period

Performance Rights that vest may each be redeemed for a Share commencing on the date the vesting condition is satisfied and ending on the Expiry Date (**Redemption Period**), in accordance with clause 4 below.

Any vested Performance Rights not redeemed by the Advisory Board Member by the end of the Redemption Period will be automatically cancelled for nil consideration.

### 4 Notice of Redemption of vested Performance Rights

Subject to the terms of the Services Agreement, the Advisory Board Member of a vested Performance Right may redeem vested Performance Rights by giving the Company a written notice specifying the number of Performance Rights to be redeemed prior to the end of the Redemption Period (**Notice of Redemption**). Those Performance Rights will automatically be cancelled upon their redemption.

### 5 Timing of issue of Shares and quotation

Within five (5) business days after the later of the following:

- (a) receipt by the Company of a Notice of Redemption given in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information (if there is no such information the relevant date will be five (5) business days after the date of receipt of a Notice of Redemption as set out in clause (a) immediately above),

the Company will:

- (c) allot and issue the Shares pursuant to the vesting of the Performance Rights;
- (d) as soon as reasonably practicable and if required, give ASX notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Performance Rights.

### 6 Shares issued

Shares issued on redemption of the Performance Rights rank equally with all existing Shares.

## **7 Adjustment for bonus issue of Shares**

If, during the term of any Performance Right, securities are issued pro rata to Shareholders generally by way of bonus issue, the number of Shares to which the Advisory Board Member is then entitled, shall be increased by that number of securities which the Advisory Board Member would have been issued if the Performance Rights then held by the Advisory Board Member were vested immediately prior to the record date for the bonus issue.

## **8 Adjustment for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the terms of the Performance Rights and the rights of the Advisory Board Member who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

## **9 Adjustment for pro rata issue of Shares**

If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, an Advisory Board Member shall not be entitled to participate in the rights issue in respect of any Performance Rights, and only in respect of Shares issued in respect of vested Performance Rights.

## **10 Change of control**

Notwithstanding the relevant Vesting Condition not being satisfied, upon the occurrence of a 'Change of Control Event', being either:

- (a) a bona fide takeover bid under Chapter 6 of the Corporations Act being made in respect to the Shares:
  - (i) is announced by the Company;
  - (ii) has become unconditional; and
  - (iii) the person making the takeover bid has a Relevant Interest in fifty (50%) or more of the Shares;
- (b) the Company announcing that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding by way of a scheme of arrangement for the purposes of a corporate restructure (including a change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme or arrangement; or
- (c) any person acquiring a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares,

provided the person triggering the change in control did not control the Company at the time of the issue of the Performance Rights, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the Vesting Condition, all Performance Rights will automatically vest and convert into Shares on a one-for-one basis.

## **11 Quotation**

The Company will not seek official quotation of any Performance Rights.

## **12 Not property**

An Advisory Board Member's Performance Rights are personal contractual rights granted to the Advisory Board Member only and do not constitute any form of property.

## **13 Transferability**

Unless otherwise determined by the Board, Performance Rights cannot be transferred to, or vest in, any person other than the Advisory Board Member.

## Schedule 3 Terms of the Director Performance Rights

The terms and conditions of the Director Performance Rights are summarised below:

### 1 Entitlement

Each Director Performance Right entitles the holder (**Holder**) to acquire one Share, on and subject to these terms and conditions.

### 2 Vesting Condition and Expiry Date

Number of Performance Rights	Vesting Condition	Expiry Date
1,000,000	Remains on the Board for one (1) year and the Company achieving a 10-day VWAP of \$0.15 within one (1) year from grant.	One (1) year from the issue date.
1,000,000	Remains on the Board for two (2) years and the Company achieving a 10-day VWAP of \$0.25 within two (2) years from grant.	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$0.50 at any time within two (2) years from grant (and Mr Harcourt remains on the Board at that time).	Two (2) years from the issue date.
750,000	The Company achieving a 10-day VWAP of \$1.00 at any time within three (3) years from grant (and Mr Harcourt remains on the Board at that time).	Three (3) years from the issue date.

### 3 Redemption Period

Director Performance Rights that vest may each be redeemed for a Share commencing on the date the vesting condition is satisfied and ending on the Expiry Date (**Redemption Period**), in accordance with clause 4 below.

Any vested Director Performance Rights not redeemed by the Holder by the end of the Redemption Period will be automatically cancelled for nil consideration.

### 4 Notice of Redemption of vested Director Performance Rights

Subject to the terms of the Executive Services Agreement, the Holder of a vested Director Performance Right may redeem vested Performance Rights by giving the Company a written notice specifying the number of Director Performance Rights to be redeemed prior to the end of the Redemption Period (**Notice of Redemption**). Those Performance Rights will automatically be cancelled upon their redemption.

### 5 Timing of issue of Shares and quotation

Within five (5) business days after the later of the following:

- (a) receipt by the Company of a Notice of Redemption given in accordance with clause 4; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information (if there is no such information the relevant date will be five (5) business days after the date of receipt of a Notice of Redemption as set out in clause (a) immediately above),

the Company will:

- (c) allot and issue the Shares pursuant to the vesting of the Director Performance Rights;
- (d) as soon as reasonably practicable and if required, give ASX notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Director Performance Rights.

## **6 Shares issued**

Shares issued on redemption of the Director Performance Rights rank equally with all existing Shares.

## **7 Adjustment for bonus issue of Shares**

If, during the term of any Director Performance Right, securities are issued pro rata to Shareholders generally by way of bonus issue, the number of Shares to which the Holder is then entitled, shall be increased by that number of securities which the Holder would have been issued if the Director Performance Rights then held by the Holder were vested immediately prior to the record date for the bonus issue.

## **8 Adjustment for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the terms of the Director Performance Rights and the rights of the Holder who holds such Director Performance Rights will be varied, including an adjustment to the number of Director Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

## **9 Adjustment for pro rata issue of Shares**

If during the term of any Director Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, a Holder shall not be entitled to participate in the rights issue in respect of any Director Performance Rights, and only in respect of Shares issued in respect of vested Director Performance Rights.

## **10 Change of control**

Notwithstanding the relevant Vesting Condition not being satisfied, upon the occurrence of a 'Change of Control Event', being either:

- (a) a bona fide takeover bid under Chapter 6 of the Corporations Act being made in respect to the Shares:
  - (i) is announced by the Company;
  - (ii) has become unconditional; and
  - (iii) the person making the takeover bid has a Relevant Interest in fifty (50%) or more of the Shares;
- (b) the Company announcing that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding by way of a scheme of arrangement for the purposes of a corporate restructure (including a change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme or arrangement; or
- (c) any person acquiring a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares,

provided the person triggering the change in control did not control the Company at the time of the issue of the Director Performance Rights, then, to the extent Director Performance Rights have not converted into Shares due to satisfaction of the Vesting Condition, all Director Performance Rights will automatically vest and convert into Shares on a one-for-one basis.

## **11 Quotation**

The Company will not seek official quotation of any Director Performance Rights.

**12 Not property**

A Holder's Director Performance Rights are personal contractual rights granted to the Holder only and do not constitute any form of property.

**13 Transferability**

Unless otherwise determined by the Board, Director Performance Rights cannot be transferred to, or vest in, any person other than the Holder.

## Schedule 4

Selling Shareholder	ELF Shares
AC YOUNG PTY LTD	103,704
AH SUPER PTY LTD	400,000
ALITIME NOMINEES PTY LTD	2,933,334
ARKYN PTY LTD	4,540,278
BENEFICO PTY LTD	666,667
MR ARRON DE JESUS CANICAIS	22,223
CARACOB PTY LTD	60,654
CHALLENGE BRICKS & ROOFING P/L	1,214,551
CHALLENGE ROOFING PTY LTD	800,000
MR JACOB W CORNWALL	29,630
CRANLEY CONSULTING PTY LTD	166,667
MR CHRIS DANIELL	333,334
DAVY CORP PTY LTD	988,889
ELITE SKY INVESTMENT LIMITED	633,334
EUCLASE PTY LTD	400,000
FININD PTY LTD	166,667
MS ELAINE YOUNG FORTMANN	97,778
MS ANNE FOZARD	53,334
MR GLENN MICHAEL FOZARD	34,845
GLENN MICHAEL FOZARD	266,667
GLENN MICHAEL FOZARD	53,334
GJM ASSET INVESTMENTS PTY LTD	40,000
GODIN CORP PTY LTD	4,955,149
GOLDEN TRIANGLE CAPITAL PTY	166,667
GOLDFIRE ENTERPRISES PTY LTD	333,334
GO RND PTY LTD	85,186
MR MARTIN JOHN HILL	91,620
HOLLAND STRATEGIC WEALTH PTY	133,334
KAAI PTY LTD	191,112
KOJIN PTY LTD	533,334

ZANE ROBERT LEWIS	666,667
MR BIN LIU	5,904,132
LJ & K THOMSON PTY LTD	4,333,334
MR IAIN ROBERT MCEWIN	2,666,667
ASHLEY MOORE AND KERRY MOORE	237,334
ONLINE FINESSE PTY LTD	154,667
HELEN ORIEL PASCOE	420,356
MRS HELEN ORIEL PASCOE	60,000
PERL M&C PTY LTD	133,334
MR KEN PHILLIPS	110,168
SUNSET TIDAL PTY LTD	7,333,334
SUPERIOR COATINGS (AUST)	1,400,000
TELLARO PTY LTD	4,616,667
TELLARO PTY LTD	400,000
TESSOBEL PTY LTD	333,334
MR ALEXANDER JESURAN	1,933,334
MR GEOFFREY DAVID THOMPSON	118,398
MR CAMERON LLOYD THOMSON	406,667
MRS KATE THOMSON	80,000
LLOYD JOHN THOMSON	5,075,556
MR ALI MOHAMMED PARVEZ UKANI	153,334
ULTRA GLORY LIMITED	217,778
<b>Total</b>	<b>57,250,687</b>



# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Environmental Clean Technologies Limited | ABN 28 009 120  
405

Your proxy voting instruction must be received by **10:00am (AEST) on Wednesday, 15 July 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

