



# ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED

## (ACN 009 120 405)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2024 annual general meeting (**General Meeting**) of the members of Environmental Clean Technologies Limited (ACN 009 120 405) (**Company**) will be held as follows:

Date: 21 October 2024

Time: 11.00 am (AEDT)

Venue: Online: register at <https://ectltd.com.au/2024-annual-general-meeting/>

**OR**

ECT Head Office: 37/209 Toorak Road, South Yarra, VIC 3141

The General Meeting will be held as a hybrid meeting (in person and electronically). Shareholders are requested to participate in the General Meeting either in person, virtually via the Company's online platform, or by the appointment of a proxy. Our guide on virtual attendance is available on our website which outlines the process that Shareholders should follow to participate in the General Meeting electronically: <https://ectltd.com.au/2024-annual-general-meeting/>.

In accordance with the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead, this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or will otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a postcard sent to them by mail. Please see page 8 for further details regarding the despatch of this Notice of Meeting to Shareholders.

Certain terms and abbreviations used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary to the Explanatory Memorandum.



## ORDINARY BUSINESS

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

### 1. RESOLUTION 1 – REMUNERATION REPORT

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 section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.'*

Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution 1.

#### Voting Exclusion

The Company will disregard votes in favour of this Resolution by or on behalf of Placement participants (and/or their nominees) or any associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy of attorney to vote on this Resolution in that way; or
- the Chairman as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### 2. RESOLUTION 2 – RE-ELECTION OF JASON MARINKO

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

*'That, for the purpose of rule 13.2 of the Constitution of the Company, Listing Rules 14.4 and 14.5 and for all other purposes, Mr Jason Marinko, who retires, and being eligible, is elected as a Director.'*



**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1 – PLACEMENT**

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*'That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 13,568,962 Placement Shares issued to sophisticated and professional investors on 5 April 2024 on the terms and conditions set out in the Explanatory Memorandum.'*

**Voting Exclusion**

The Company will disregard votes in favour of this Resolution by or on behalf of Placement participants (and/or their nominees) or any associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy of attorney to vote on the resolution in that way; or
- the Chairman as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A – PLACEMENT**

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*'That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 286,431,038 Placement Shares issued to sophisticated and professional investors on 5 April 2024 on the terms and conditions set out in the Explanatory Memorandum.'*

**Voting Exclusion**

The Company will disregard votes in favour of this Resolution by or on behalf of Placement participants (and/or their nominees) or any associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy of attorney to vote on this Resolution in that way; or
- the Chairman as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or



- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

#### 5. **RESOLUTION 5 – RATIFICATION OF THE PRIOR ISSUE OF SHARES TO KAAI PTY LTD**

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*'That, for the purposes of Listing Rule 7.1, 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 1,000,000 Shares issued to Kaai Pty Ltd on 5 April 2024 on the terms and conditions set out in the Explanatory Memorandum.'*

##### **Voting Exclusion**

The Company will disregard votes in favour of this Resolution by or on behalf of Kaai Pty Ltd or any associate of Kaai Pty Ltd.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chairman as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

#### 6. **RESOLUTION 6 – RATIFICATION OF THE PRIOR ISSUE OF SHARES TO TSUNAMI ENTERPRISES PTY LTD**

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*'That, for the purposes of Listing Rule 7.1, 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 6,500,000 Shares issued to the Tsunami Enterprises Pty Ltd on 5 April 2024 on the terms and conditions set out in the Explanatory Memorandum.'*

##### **Voting Exclusion**

The Company will disregard votes in favour of this Resolution by or on behalf of Tsunami Pty Ltd (and/or its nominees) or any associate of that person.

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



- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chairman as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

## 7. RESOLUTION 7 – APPROVAL OF INCENTIVE AWARDS PLAN

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*'That, for the purposes of Listing Rule 7.2 (exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Incentive Awards Plan" and for the issue of securities under that plan on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Prohibition**

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key



Management Personnel or a Closely Related Party of such member and the appointment does not specify the way, the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the person appointed as proxy is the Chairman; and
- the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### **8. RESOLUTION 8 – APPOINTMENT OF AUDITOR**

To consider and, if thought fit, to pass, as an **ORDINARY RESOLUTION** the following:

*“That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd, having consented in writing to act in the capacity of auditor of the Company, be appointed as auditor to the Company.”*

#### **9. RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

To consider and, if thought fit, to pass as a **SPECIAL RESOLUTION** the following:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on this Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



**EXPLANATORY MEMORANDUM**

An Explanatory Memorandum in respect of the Resolutions is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

By order of the Board.

**Jason Marinko**  
**Chairman**



## HYBRID GENERAL MEETING

### Despatch

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- if the Share Registry has a record of a Shareholder's email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- if the Share Registry does not have a record of a Shareholder's email address, the Company will mail a physical postcard to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

### Virtual attendance and registration

Shareholders and proxyholders may register to watch, vote, make comments and ask questions online during the General Meeting.

To do this, you will need a computer or mobile/tablet device with internet access and the Zoom<sup>®</sup> application installed.

You will need to register to participate online in our hybrid General Meeting via the Zoom<sup>®</sup> app. The registration link is available on our website: <https://ectltd.com.au/2024-annual-general-meeting/>.

When you register for access, you will need to provide your details (including SRN/HIN) to be verified as a Shareholder. Registration closes at 7.00 p.m. (AEDT) on Friday, 18 October, 2024.

A link to join the General Meeting will then be emailed to all registered Shareholders by Sunday, 20 October 2024.

We encourage registered Shareholders and proxyholders to login at 10.50 am (AEDT) on Monday, 21 October 2024, to ensure they are ready prior to the scheduled Meeting start time of 11.00 a.m. (AEDT).

Shareholders are strongly encouraged to vote prior to the General Meeting by lodging a directed proxy appointing the Chairman before 11.00 a.m. (AEDT) on Friday, 18 October 2024, in accordance with the instructions on the personalised proxy form previously sent to Shareholders.

Shareholders are also encouraged to submit any written questions to the Company before 11.00 am (AEDT) on Friday, 18 October 2024, which the Company will endeavour to answer within the General Meeting where relevant to the business of the General Meeting.

Shareholders who attend the General Meeting online via the Zoom<sup>®</sup> app will also be able to vote in real-time using the poll feature in the app. All resolutions will be conducted and determined on a poll.

### Physical attendance

Shareholders and proxyholders may also attend the General Meeting physically at the Company's Head Office, 37/209 Toorak Road, South Yarra, VIC, 3141.





## **VOTING ENTITLEMENTS**

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), persons holding shares at 7.00 p.m. (AEDT) on Friday, 18 October 2024, will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time, you will not be entitled to attend and vote in respect of that Share at the General Meeting.

## **GENERAL MEETING CONSIDERATIONS AND SHAREHOLDER QUESTIONS**

A discussion will be held on all items to be considered at the General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the general meeting via the virtual General Meeting platform.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

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

Shareholders who prefer to register questions before the General Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company's website: [www.ectltd.com.au](http://www.ectltd.com.au).

The Company will attempt to address the more frequently asked questions in the General Meeting. Written questions must be received by the Company by 11:00 a.m. on Friday, 18 October 2024, and can be submitted online, by mail, by fax, or in person (as set out at the top of the Shareholder Question Form).

## **ALL RESOLUTIONS BY POLL**

The Chairman intends to call a poll on each of the Resolutions proposed at the General Meeting. Therefore, each Resolution considered at the General Meeting will be conducted by poll rather than a show of hands. The Chairman considers voting by poll to be in the interests of the Shareholders as a whole and to ensure the representation of as many Shareholders as possible at the meeting.



## HOW TO VOTE

### Virtual attendance

We recommend logging in to the Zoom® app at least 15 minutes prior to the scheduled start time for the General Meeting. Our guide on virtual attendance is available on our website: <https://ectltd.com.au/2024-annual-general-meeting/>.

- The Meeting will proceed to put each Resolution to a vote before moving on to the next.
- The Chair will read the Resolution and call for questions prior to voting.
- When the Chair declares a poll open, a screen will appear with the Resolution and voting choices - for or against.
- Select the option corresponding with the way in which you wish to vote, then press 'submit'.

More information about online participation in the General Meeting is available in the Online Platform Guide at: <https://ectltd.com.au/2024-annual-general-meeting/>.

### Physical attendance

- Attendees entitled to vote will be issued voting cards when they register upon arrival at the venue.
- The Chair will read the Resolution and call for questions prior to voting.
- Attendees will record their votes for or against each Resolution as the Meeting proceeds.
- At the conclusion of the Meeting, attendees will hand their voting cards to the Returning Officer to be tallied.

### Appointing a proxy

A Shareholder can appoint a proxy to attend the Meeting and vote on their behalf, using the enclosed Proxy Form. A Shareholder who is entitled to vote at the Meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote; or
- two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a Shareholder.

If you require an additional Proxy Form, please contact the Share Registry at [hello@automic.com.au](mailto:hello@automic.com.au) or call on 1300 288 664.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry no later than 11.00 a.m. (AEDT) on Saturday, 19 October 2024 (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- posting it Environmental Clean Technologies Limited c/- Automic Registry Services, GPO Box 5193, Sydney NSW 2001;
- hand delivering it to Automic Registry Services, Level 5, 126 Phillip Street, Sydney, NSW, Australia 2000;
- emailing: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
- faxing it to Automic Registry Services on +61 2 8583 3040.



Proxy Forms from corporate Shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how they think fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chairman of the meeting to which it relates, or to another person as the Board determines.

If a Shareholder appoints the Chairman as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as a proxy for that Shareholder, in favour of the item on a poll.

### **BODY CORPORATE REPRESENTATIVES**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the Meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the Meeting.



# GENERAL MEETING OF ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED (ACN 009 120 405)

## EXPLANATORY MEMORANDUM

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### OVERVIEW OF EXPLANATORY MEMORANDUM

#### General

This Explanatory Memorandum is intended to provide Shareholders with information that the Board considers material to Shareholders in deciding whether or not to pass the Resolutions contained in the accompanying Notice of Meeting.

#### Personal advice

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolution. If you are in any doubt about what to do in relation to the Resolution contemplated in the Notice of Meeting and this Explanatory Memorandum, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

#### Definitions

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an uppercase first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### Forward looking statements

The forward-looking statements in this Notice of Meeting (if any) are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Board, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward-looking statements in this Notice of Meeting. These risks include but are not limited to, the risks referred to below. Forward-looking statements include those containing words such as "anticipate", "estimates", "should", "will", "expects", "plans", or similar expressions.

#### Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolution set out in the Notice of Meeting.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the **attached** Proxy Form should be completed, signed and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must then not exercise the rights conferred by the Proxy Form.



## ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

## Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company Secretary, Kian Tan, at [kian.tan@ectltd.com.au](mailto:kian.tan@ectltd.com.au).

## ORDINARY BUSINESS – ANNUAL FINANCIAL REPORT

The Corporations Act requires the Financial Report, Directors' Report and the Auditor's Report to be received and considered at the General Meeting. A copy of the Annual Report, which includes the Financial Report, Directors' Report, and Auditor's Report for the year ended 30 June 2024, has been sent to all Shareholders who elected to receive it. The Annual Report is also available on the Company's website at [www.ectltd.com.au](http://www.ectltd.com.au).

There is no requirement for Shareholders to approve the Annual Report. However, the Chairman will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given an opportunity to ask the Company's auditors or its representatives questions about the conduct of the audit and the preparation and content of the Auditor's Report.

### 1. RESOLUTION 1 – REMUNERATION REPORT

#### 1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Annual Report be adopted. The Remuneration Report is set out in the Annual Report and is also available on the Company's website.

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chairman must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

#### 1.2 Voting consequences

If at least 25% of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to the Shareholders at the second of those annual general meetings a resolution proposing the calling of another meeting of Shareholders to consider the appointment of the Directors (**Spill Resolution**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the applicable Directors' Report (as included in the Annual Financial Report for the most recent financial year) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election



at the Spill Meeting if they wish to continue as Directors. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors.

### 1.3 Previous voting results

The Remuneration Report for the financial year ended 30 June 2023 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, it will not result in the Company putting a Spill Resolution to Shareholders.

A voting exclusion statement has been included in the Notice for Resolution 1.

## 2. RESOLUTION 2 – RE-ELECTION OF JASON MARINKO

### 2.1 General

Article 13.2 of the Constitution requires one-third of all Directors (except for the Managing Director), or if their number is not a multiple of three, then the number nearest one-third (rounded upwards to the nearest whole number) to retire at each annual general meeting.

Article 13.2 of the Constitution states that a Director who retires under article 13.2 of the Constitution is eligible for re-election.

Mr Jason Marinko retires by rotation in accordance with Article 13.2 of the Constitution and, being eligible for re-election, offers himself for re-election as a Director at the Meeting.

### 2.2 Qualifications

Mr Marinko is an experienced public company CEO, director and chairman with expertise in the technology and investment banking industries and a proven track record in leading technologies to commercialisation. His experience includes being the Executive Chairman of geospatial imagery company Spookfish Limited, where he oversaw the company from its ASX listing through to its eventual sale to North American industry leader EagleView Technologies Inc. and its U.S. private equity partners.

In addition, Mr Marinko was previously CEO of Little World Beverages Limited and an Executive Director at ASX-listed logistics technology company Yojee Limited. He has extensive corporate finance experience, an MBA from INSEAD Business School in France, and a graduate of the Australian Institute of Company Directors.

### 2.3 Recommendation

The Board (other than Mr Marinko) recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

## 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 - PLACEMENT

### 3.1 General

On 27 March 2024, the Company announced a capital raising through the issue of 300,000,000 Shares (**Placement Shares**) to professional and sophisticated investors at an issue of price \$0.005 per Placement Share to raise a total of approximately \$1,500,000 (before costs) (**Placement**).

The Shares were issued on 5 April 2024 as follows:

- (a) 13,568,962 Shares were issued pursuant to the Company's existing Listing Rule 7.1 capacity (these Shares being the subject of Resolution 3); and
- (b) 286,431,038 Shares were issued pursuant to the Company's existing Listing Rule 7.1A capacity (these Shares being the subject of Resolution 4).



Funds raised from the Placement will be allocated towards:

- (a) advancing development at the Company's Bacchus Marsh plant;
- (b) securing supply and offtake agreements;
- (c) exploring additional market opportunities for the Company's products; and
- (d) providing additional working capital.

The Company confirms that the issue of the Shares pursuant to the Placement did not breach Listing Rules 7.1 or 7.1A.

### **3.2 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 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.

The issue of the 13,568,962 Shares the subject of Resolution 3 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 date of issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval for the issue of the 13,568,962 Shares, the subject of Resolution 3, for the purposes of Listing Rule 7.4.

### **3.3 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the issue of the 13,568,962 Shares, the subject of Resolution 3, will be excluded in calculating the Company's 15% limit 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 date of issue of Shares.

If Resolution 3 is not passed, the issue of the 13,568,962 Shares the subject of Resolution 3 will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

### **3.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) 10,000,000 of the Shares were issued to Tsunami Enterprises Pty Ltd, an adviser of the Company, with the remaining Shares being issued to professional and sophisticated investors (within the meaning of section 708(8)-(11) of the Corporations Act), none of whom are a Related Party to the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The recipients were identified



through a bookbuild process, where expressions of interest to participate in the capital raising from non-related parties of the Company were sought;

- (b) all of the Shares issued were fully paid ordinary shares, which rank equally with all other existing Shares from their date of issue;
- (c) a total of 13,568,962 Shares were issued on 5 April 2024 under the Company's Listing Rule 7.1 capacity;
- (d) the issue price of the Shares was \$0.005 per Share, raising (in aggregate under the Placement) a total of \$1,500,000 (before costs);
- (e) funds raised from the issue of the Shares will be used for the purposes set out in Section 3.1 above;
- (f) the Shares were issued under a share subscription agreement between the relevant subscriber and the Company on standard terms for an agreement of that kind; and
- (g) a voting exclusion statement is included in the Notice for Resolution 3.

### 3.5 Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

## 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A - PLACEMENT

### 4.1 General

A summary of the Placement is set out in Section 3.2 above.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 286,431,038 Shares, which were issued under the Placement pursuant to the Company's existing Listing Rule 7.1A capacity.

### 4.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.1 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting on 27 November 2023.

The issue of the Shares, the subject of Resolution 4 does not fit within any of the exceptions in Listing Rule 7.2, and, as Shareholders have not yet approved it, it effectively uses up part of the 15% limit under Listing Rule 10.1 and the 10% limit under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under:

- (a) Listing Rule 7.1 for the 12-month period following the issue of the Shares; and
- (b) Listing Rule 7.1A for the period ending on the earliest of:
  - (i) the date that is 12 months after the Company's last annual general meeting at which the Listing Rule 7.1A Mandate was approved;
  - (ii) the time and date of the Company's next annual general meeting; and
  - (iii) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (for the disposal of the Company's main undertaking).

**(Listing Rule 7.1A Mandate Expiry Date).**





The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval for the issue of the 286,431,308 Shares, the subject of Resolution 4, for the purposes of Listing Rule 7.4.

#### **4.3 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the issue of the 286,431,308 Shares the subject of Resolution 4 will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolution 4 is not passed, the issue of the 286,431,308 Shares the subject of Resolution 4 will be included in calculating the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

#### **4.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) 286,431,308 Shares were issued as follows:
  - (i) 150,000,000 Shares were issued to LJ & K Thompson Pty Ltd, which is a substantial holder in the Company but is otherwise not a Related Party of the Company, a member of Key Management Personnel, an adviser of the Company or an associate of any such person; and
  - (ii) 136,431,308 Shares were issued to professional and sophisticated investors (within the meaning of section 708(8)-(11) of the Corporations Act), none of whom are a Related Party to the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person.
- (b) the recipients were identified through a bookbuild process, where expressions of interest to participate in the capital raising from non-related parties of the Company were sought;
- (c) all of the Shares issued were fully paid ordinary shares, which rank equally with all other existing Shares from their date of issue;
- (d) a total of 286,431,308 Shares were issued on 5 April 2024 under the Company's Listing Rule 7.1A capacity;
- (e) the issue price of the Shares was \$0.005 per Share, raising (in aggregate under the Placement) a total of \$1,500,000 (before costs);
- (f) funds raised from the issue of the Shares will be used for the purposes set out in Section 3.1 above;
- (g) the Shares were issued under a share subscription agreement between the relevant subscriber and the Company on standard terms for an agreement of that kind; and
- (h) a voting exclusion statement is included in the Notice for Resolution 4.

#### **4.5 Recommendation**

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 4.



## 5. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ADVISERS

### 5.1 General

On 5 April 2024, the Company announced the issue of a total of 7,500,000 Shares at an issue price of \$0.005 per Share to advisers as partial consideration for services provided to the Company in connection with the Placement. The Company issued:

- (a) 1,000,000 Shares to Kaai Pty Ltd, as consideration for services provided in connection with the Placement (these Shares being the subject of Resolution 5); and
- (b) 6,500,000 Shares to Tsunami Enterprises Pty Ltd, a corporate adviser of the Company, as consideration for corporate advisory services provided in connection with the Placement (these Shares being the subject of Resolution 6).

The Shares were issued on 5 April 2024 under the Company's Listing Rule 7.1 capacity. The Company confirms that the issue of the Shares, the subject of Resolutions 5 and 6, did not breach Listing Rule 7.1.

### 5.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.2 above.

The issue of the Shares, the subject of Resolution 5 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 date of issue of the Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 7.4.

The issue of the Shares, the subject of Resolution 6 does not fit within any of the exceptions in Listing Rule 7.2 and as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, 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 date of issue of the Shares.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 7.4.

### 5.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of the 1,000,000 Shares the subject of Resolution 5 will be excluded in calculating the Company's 15% limit 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 date of issue of Shares.

If Resolution 5 is not passed, the issue of the 1,000,000 Shares Resolution 5 will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following



the date of issue of the Shares.

If Resolution 6 is passed, the issue of the 6,500,000 Shares the subject of Resolution 6 will be excluded in calculating the Company's 15% limit 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 date of issue of Shares.

If Resolution 6 is not passed, the issue of the 6,500,000 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

#### **5.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- (a) the Shares were issued to Tsunami Enterprises Pty Ltd and Kaai Pty Ltd, each of whom is an adviser to the Company. Tsunami Enterprises Pty Ltd and Kaai Pty Ltd are each otherwise not a Related Party to the Company, a member of Key Management Personnel, a substantial holder in the Company or an associate of any such person;
- (b) all of the Shares issued were fully paid ordinary shares, which rank equally with all other existing Shares from their date of issue;
- (c) a total of:
  - (i) 6,500,000 Shares were issued to Tsunami Enterprises Pty Ltd; and
  - (ii) 1,000,000 Shares were issued to Kaai Pty Ltd,in each case on 5 April 2024 under the Company's Listing Rule 7.1 capacity;
- (d) the deemed issue price of the Shares was \$0.005 per Share; and
- (e) no funds were raised from the issue of the Shares as the Shares were issued in partial consideration for services provided in respect of the Placement;
- (f) the Shares were not issued under an agreement; and
- (g) a voting exclusion statement is included in the Notice for Resolutions 5 and 6.

#### **5.5 Recommendation**

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolutions 5 and 6.

### **6. RESOLUTION 7 – ADOPTION OF THE INCENTIVE AWARDS PLAN**

#### **6.1 General**

The Company's current Incentive Option Plan was last approved by Shareholders on 22 December 2021 and is required to be re-approved at the Company's next annual general meeting under and for the purposes of Listing Rule 7.2 (Exception 13(b)).

Resolution 7 seeks Shareholder approval, pursuant to Listing Rule 7.2 (Exception 13(b)), to adopt a new Incentive Awards Plan (**Plan**) rather than to re-approve the current Incentive Option Plan.

The objective of the Plan is to attract, motivate and retain key personnel of the Company. The Company considers that the adoption of the Plan will provide a cost-effective method of incentivising and remunerating its personnel whilst allowing the Company to spend a greater portion of its cash



reserves on its operations than it would if alternative cash forms of remuneration were required to incentivise and remunerate those personnel.

Accordingly, the Company seeks Shareholder approval to adopt the Plan for the purposes set out in this Explanatory Memorandum.

A summary of the key terms of the Plan is set out in Annexure 2. A copy of the rules of the Plan is available on the Company's website at the following address: [www.ectltd.com.au](http://www.ectltd.com.au).

## **6.2 Listing Rules 7.1 and 7.2 (Exception 13(b))**

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum amount set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which the shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

## **6.3 Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to issue Equity Securities under the Plan (including Options and underlying Shares on exercise of those Options) to eligible participants over a period of 3 years. The issue of any Equity Securities to eligible participants under the Plan (up to the maximum number of Equity Securities stated in Section 6.4(c) below) 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.

For the avoidance of doubt, the Company will be required to seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a Related Party or a person whose relationship with the Company or the Related Party is, in ASX's opinion, such that approval should be obtained.

If Resolution 7 is not passed, the Company may still issue Equity Securities under the Plan to eligible participants, but any issue of Equity Securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 month period following the issue of those Equity Securities.

## **6.4 Technical information required by Listing Rule 7.2 (Exception 13(b))**

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 7:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure 2;
- (b) since the Incentive Plan was last approved by Shareholders on 22 December 2021, the Company has issued 22,500,000 Equity Securities under the Incentive Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following Shareholder approval is 158,590,519 Equity Securities; and



(d) a voting exclusion statement is included in the Notice for Resolution 7.

## 6.5 Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 7.

## 7. RESOLUTION 8 – APPOINTMENT OF AUDITOR

### 7.1 General

After a consultative process, the Board resolved to appoint William Buck Audit (Vic) Pty Ltd as the Company's auditor based on the firm's reputation, experience and recognition.

As a consequence, BDO Audit Pty Ltd applied under section 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company. Following ASIC's consent to the resignation of BDO Audit Pty Ltd as auditor, the appointment of William Buck Audit (Vic) Pty Ltd as auditor of the Company became effective on 26 April 2024 pursuant to section 327C(1) of the Corporations Act.

Under section 327C(2), any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is, therefore, required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this Meeting pursuant to section 327B of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, a written nomination nominating William Buck Audit (Vic) Pty Ltd as the Company's auditor was provided to the Company by a Shareholder. A copy of this nomination is attached to this Notice as Annexure 1.

William Buck Audit (Vic) Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval.

If Resolution 8 is passed, the appointment of William Buck Audit (Vic) Pty Ltd as the Company's auditor will take effect at the close of the Meeting.

### 7.2 Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of Resolution 8.

## 8. RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

### 8.1 General

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity that is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 9 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.



If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## **8.2 Requirements of ASX Listing Rule 7.1A**

### **(a) Eligible Entities**

As set out above, an eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation of \$300 million or less.

As at 5 September 2024, based on the closing price of \$0.002, the Company has a market capitalisation of approximately \$6.34 million and is not included in the S&P/ASX 300 Index and therefore is an eligible entity.

### **(b) Shareholder approval**

Shareholders must approve the 10% Placement Facility by special resolution at the General Meeting, which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). A resolution under Listing Rule 7.1A cannot be put at any other Shareholder meeting.

### **(c) Equity Securities**

Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on the ASX.

As at the date of this Notice, the Company has on issue the following classes of Equity Securities quoted on the ASX:

- 3,171,810,379 Shares.

### **(d) Formula for calculating the 10% Placement Facility**

If Resolution 9 is passed, the Company may, during the period of approval, issue or agree to issue a number of Equity Securities calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A:** is the number of Shares on issue at the commencement of the relevant period:
- plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - plus, the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or



- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus, the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- plus, the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 and Listing Rule 7.4;
- plus, the number of Shares that became fully paid in the relevant period; and
- less the number of Shares cancelled in the relevant period.

Noting that “A” has the same meaning in Listing Rule 7.1 when calculating an entity’s 15% placement capacity.

**D:** is 10%.

**E:** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of Shares under Listing Rule 7.4.

“relevant period” means:

- if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

By applying the above formula, the number of Shares that may be issued under the 10% Placement Capacity is 317,181,038.

**(e) Interaction between Listing Rules 7.1 and 7.1A**

The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

The Company has 3,171,810,379 Shares on issue as at the date of this Notice, if all of the Resolutions in this Notice are passed (including this Resolution 9), the Company will be permitted to issue (as at the date of this Notice):

- 475,771,556 Equity Securities under Listing Rule 7.1; and
- 317,181,037 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).



The effect of Resolution 9 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

### **8.3 Technical information required by Listing Rule 7.1A**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A

#### **(a) Listing Rule 7.3A.1 – Period for which the approval will be valid**

An approval from Shareholders under Listing Rule 7.1A will be valid and commences on the date of the annual general meeting at which the approval is obtained (being 21 October 2024) and expires on the first to occur of the following:

- the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the Company's next annual general meeting; and
- the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

#### **(b) Listing Rule 7.3A.2 – Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A**

Any Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration.

The issue price per Equity Security must not be less than 75% of the volume-weighted average market price of the Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

#### **(c) Listing Rule 7.3A.3 – Purpose for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 may be used**

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve Resolution 9. However, if Shareholders approve Resolution 9 and the Company raised funds from the issue of Equity Securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers the funds may be used for the following purposes:

- to further develop the Company's business; and/or
- for general corporate purposes, including working capital requirements.





**(d) Listing Rule 7.3A.4 – Risk of economic and voting dilution to existing Shareholders**

If Resolution 9 is approved and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders’ voting power in the Company will be diluted, as shown in the table below.

There is a risk that:

- the market price for the Company’s existing Equity Securities in that class may be significantly lower on the date of issue of the new Equity Securities than on the date of approval under Listing Rule 7.1A; and
- the new Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company’s Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2, based on the market price of Shares as at **\$0.002** and the number of Shares on issue as at 29 August 2024.

For the purpose of Listing Rule 7.3A.2, the table also shows:

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

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)	Issue Price / Share	Dilution		
		\$0.001 (50% decrease in Issue Price)	\$0.002 Issue Price	\$0.003 (50% increase in Issue Price)
3,171,810,379 (Current Variable A*)	Shares issued – 10% voting dilution	317,181,038	317,181,038	317,181,038
	Funds raised	\$317,181	\$634,362	\$951,543.11
4,757,715,569 (50% increase in Variable A)	Shares issued – 10% voting dilution	475,771,557	475,771,557	475,771,557
	Funds raised	\$475,772	\$951,543	\$1,427,315
6,343,620,758 (100% increase in Current Variable A)	Shares issued – 10% voting dilution	634,362,076	634,362,076	634,362,076
	Funds raised	\$634,362	\$1,268,724	\$1,903,086

**Notes:**

- Based on the total number of Shares on issue as at 29 August 2024.
- Based on the closing price of the Shares on ASX as at 29 August 2024.



- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue – this is why the voting dilution is shown in each example as 10%.
- The table assumes the Company issues the maximum possible number of Shares available to be issued under Listing Rule 7.1A.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to by reason of issues of Equity Securities under the 10% Placement Facility based on that Shareholder's holding at the date of this Explanatory Memorandum. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

**(e) Listing Rule 7.3A.5 - Allocation policy for issues under Listing Rule 7.1A**

The Company's allocation policy and the identity of the allottees of Equity Securities under the 10% Placement Facility, will depend on a number of factors, including:

- the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A Mandate Period;
- the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds available to the Company (such as an entitlement issue or an offer under a share purchase plan);
- the potential effect on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company and likely future capital requirements;
- prevailing market conditions; and
- advice from legal, corporate, financial and broking advisers.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers it may raise funds during the Listing Rule 7.1A Mandate Period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue Equity Securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of Equity Securities under Listing Rule 7.1A, the allocation policy the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of Equity Securities during the Listing Rule 7.1A Mandate Period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.



**(f) Listing Rule 7.3A.6 – Issue or agreement to issue Equity Securities under Listing Rule 7.1A in the 12 months prior to the General Meeting**

The Company has issued 286,431,038 Shares under Listing Rule 7.1A.2 (such Shares being the subject of Resolution 4) in the 12-month period prior to the date of the General Meeting. The Company has not issued or agreed to issue any other securities under Listing Rule 7.1A.2 in the 12-month period prior to the date of the General Meeting.

**(g) Voting Exclusion Statement**

A voting exclusion statement has been included in the Notice for Resolution 9.

**8.4 Recommendation**

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 9.



## 9. GLOSSARY

<b>\$</b>	means Australian dollars.
<b>10% Placement Facility</b>	has the meaning given in Section 8.1.
<b>Annual Report</b>	means the annual report of the Company for the financial year ended 30 June 2024.
<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or, where the context requires, the Australian Securities Exchange operated by ASX Limited.
<b>Auditors Report</b>	means the auditor's report in the Annual Report.
<b>Board</b>	means board of Directors of the Company and, where applicable, includes a committee of the Directors.
<b>Chairman</b>	means the chairperson of the Board.
<b>Closely Related Party</b>	means has the meaning given to it in section 9 of the Corporations Act.
<b>Company or ECT</b>	means Environmental Clean Technologies Limited (ASX:ECT) (ACN 009 120 405).
<b>Constitution</b>	means the constitution of the Company (as amended from time to time).
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director's Report</b>	means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Equity Securities</b>	has the same meaning given to it in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which is attached to or accompanies, and is incorporated as part of, the Notice of Meeting and includes any schedule or document annexed to it or incorporated by reference.
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
<b>General Meeting or Meeting</b>	means the annual general meeting of the Company to be held on 21 October 2024.
<b>Incentive Option Plan</b>	means the Company's existing employee incentive option plan.
<b>Key Management Personnel or KMP</b>	has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rule 7.1A Mandate</b>	has the meaning given in Section 4.2.



<b>Listing Rule 7.1A Mandate Expiry Date</b>	has the meaning given in Section 4.2.
<b>Listing Rules</b>	means the official listing rules of ASX, as amended or waived from time to time.
<b>Notice or Notice of Meeting</b>	means the notice of meeting which forms part of this Explanatory Memorandum.
<b>Options</b>	means an option in the capital of the Company.
<b>Placement</b>	has the meaning given in Section 3.1.
<b>Placement Shares</b>	has the meaning given in Section 3.1.
<b>Plan</b>	has the meaning given in Section 6.1.
<b>Proxy Form</b>	means the proxy form enclosed with this Notice of Meeting.
<b>Related Party</b>	has the meaning given in section 228 of the Corporations Act.
<b>Remuneration Report</b>	means the remuneration report of the Company contained in the Directors' Report section of the Annual Report.
<b>Recipients</b>	has the meaning given in section 7.3.
<b>Resolution</b>	means a resolution referred to in the Notice of Meeting.
<b>Section</b>	means a section contained in this Explanatory Memorandum
<b>Share</b>	means a fully paid ordinary share in the Company.
<b>Share Registry</b>	means Automatic Share Registry.
<b>Shareholder</b>	means the holder of a Share.
<b>Spill Meeting</b>	has the meaning given in Section 1.1.
<b>Spill Resolution</b>	has the meaning given in Section 1.1.
<b>Voting Platform</b>	means platform where each Shareholder will cast their vote in respect of each Resolution.
<b>VWAP</b>	means the volume weighted average market (closing) price, with respect to the price of Shares.



## ANNEXURE 1

LJ & K Thomson Pty Ltd  
PO Box 1565  
Mildura VIC 3502

30 August 2024

The Directors  
Environmental Clean Technologies Limited  
Suite 37, 209 Toorak Road  
SOUTH YARRA VIC 3141

Dear Directors,

The undersigned being a member of Environmental Clean Technologies Limited (the Company) hereby nominates William Buck Audit (Vic) Pty Ltd for appointment as auditor of the Company, in replacement of BDO Audit Pty Ltd.

Yours faithfully

Lloyd Thomson  
Director  
LJ & K Thomson Pty Ltd  
ATF LJT & KT Superannuation Fund



## ANNEXURE 2

# SUMMARY OF THE INCENTIVE AWARDS PLAN

The key features of the Plan, and the proposed Equity Securities to be issued under it, are set out below.

1. **Participants:** The Board may offer and issue Awards under the Plan (**Offer**) to any **Eligible Employee**, being:
    - (a) an officer of the Company and any Associated Body Corporate of the Company (each a **Group Company**), including any executive or non-executive Director of any Group Company;
    - (b) a full, part-time or casual employee of any Group Company;
    - (c) an individual who provides services to a Group Company;
    - (d) a prospective participant who may become a participant under sub-paragraphs (a), (b) or (c) above,who is declared by the Board to be eligible to receive grants of incentives under the Plan.
  2. **Purpose:** The Plan has been established to encourage Eligible Employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all Eligible Employees.
  3. **Plan administration:** The Plan will be administered by the Board, or a committee of the Board, which will have an absolute discretion to:
    - (a) determine appropriate procedures for administration of the Plan consistent with the rules of the Plan;
    - (b) delegate to any one or more persons, for such period and on such conditions as it may determine, the exercise of any of its powers or discretions arising under the Plan;
    - (c) resolve conclusively all questions of fact or interpretation arising in connection with the Plan;
    - (d) amend the rules of the Plan, provided that such amendments do not materially prejudice the rights of existing participants.
  4. **Offers:** The Board may, from time to time, in its absolute discretion, make an Offer of Awards under the Plan to any Eligible Employee. Each Offer must be in writing and include an Application (if acceptance of the Offer is required). If acceptance of the Offer is required, it may be accepted by a Participant completing and returning the Application, as required by the Offer, by no later than the date specified in the Offer and, if required, by the participant making or directing payment of the total amount payable for the Awards accepted under the Offer, in the manner specified in the Offer.
- ii) **Grant of Awards:** The Company may Offer the following Awards under the Plan:
- (a) **Shares:** The Company may Offer or issue Shares to an Eligible Employee on terms specified in the Offer.



- (b) **Options:** The Company may Offer or issue Options to an Eligible Employee on such terms and conditions as specified in the Offer. Unless the Offer specified otherwise, all Options offered or issued under the Plan will be subject to restrictions on their sale or disposal (with such restrictions as specified in the Offer).
- (c) **Performance Rights:** The Company may Offer or issue Performance Rights to an Eligible Employee on such terms and conditions specified in the Offer. Unless the Offer specifies otherwise, all Performance Rights offered or issued under the Plan will be subject to restrictions on their sale or disposal (with such restrictions specified in the Offer).

The Board will otherwise have the discretion (through making an Offer) to determine the following terms of any Awards the subject of an Offer (in each case as applicable):

- (d) any vesting condition(s);
  - (e) the issue price or exercise price (or manner in which the issue price or exercise price is to be determined);
  - (f) the expiry date;
  - (g) any other terms or conditions that the Board decides to include in the Offer;
  - (h) any other matters required to be specified in the Offer by either the Corporations Act or the Listing Rules.
5. **Compliance with Law:** No Offer will be made to the extent that any such Offer would contravene the Constitution, Listing Rules, Corporations Act or any other applicable law. If required by any applicable law or the conditions to any applicable ASIC relief, an Offer must include an undertaking by the Company to provide a Participant if a request is made before the relevant Awards are exercised and within a reasonable period of being so requested, the current Market Price of the Shares.
6. **Vesting conditions:** Vesting Conditions may be waived or reduced at the sole discretion of the Board (unless such waiver or exclusion is excluded by the terms of the Offer). The vesting of an Award on the satisfaction of any vesting conditions will not automatically trigger the exercise of the Award unless specified in the Offer. A Participant is entitled to exercise an Award on or after the Vesting Date. Any exercise must be for a minimum number of multiple of Shares (if any) specified in the terms of the Offer.
- iii) **Cessation of Employment and Clawback:** The Plan's clawback policy is as follows:
- (a) on the occurrence of cessation of employment for an Eligible Employee who is a good leaver, the Participant will be entitled to retain vested Awards and retain unvested Awards on a pro-rata basis;
  - (b) if the Board determines, in respect of any unvested Awards, that a Participant becomes a bad leaver or circumstances exist that would result in the Participant receiving an unfair benefit, it is at the Board's discretion whether the unvested Awards are forfeited or subject to additional Vesting Conditions; and





(c) where the Board is of the opinion, a Participant has acted fraudulently or dishonestly, is in material breach of its obligations or duties to any Group Company, has caused or contributed to a false or misleading statement or omission being relied on by the Board in connection with the grant, vesting or lapsing of an Award or a cash payment under the Plan, causes a material adverse effect on the reputation or financial position or performance of any Group Company, then it is at the Board's discretion to deal with the Participant's Awards or Shares issued under the Plan.

7. **Election of Board to settle in cash:** Subject to the terms of any Invitation, the Board may, in its discretion, in lieu of issuing or transferring a Share to a Participant on exercise of a Convertible Security, pay the Participant a cash amount equal to the Market Value of a Share as at the date the Convertible Security is exercised, less any exercise price payable in connection with the exercise and any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of such payment.
8. **Rights attaching to Shares:** The Shares issued under the Plan will, upon allotment:
- (a) be credited as fully paid;
  - (b) rank equally for dividends and other entitlements where the record date is on or after the date of allotment but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment;
  - (c) be subject to any restrictions imposed under the Plan; and
  - (d) otherwise rank equally with the existing issued Shares at the time of allotment.

If Shares of the same class as those issued under the Plan are quoted on the ASX, and the Shares issued under the Plan are not already quoted, the Company will apply for official quotation of such Shares on the ASX.

9. **Trustee:** The Company may appoint a trustee on terms and conditions which it considers appropriate to acquire and hold Awards either on behalf of Participants or for the purposes of the Plan.
10. **Dividends:** A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Shares issued to a Participant in respect of an Award which, at the books closing date for determining entitlement to those dividends, are standing to the account of the Participant.
11. **Cashless exercise of Awards:** The Plan allows Participants to request to pay the Exercise Price for the Awards by setting off the Exercise Price against the number of Plan Shares the Participant would be entitled to receive (**Cashless Exercise Facility**). The approval or refusal of a request to use the Cashless Exercise Facility is at the Board's discretion. The use of the Cashless Exercise Facility is calculated in accordance with the Plan.
12. **Adjustments:** A Participant is not entitled to Participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue.



13. If the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules.
14. **Powers of attorney:** The Plan requires that in consideration of the issue of the Awards, each Participant irrevocably appoints the Company, and any person nominated by the Company severally as the Participant's attorney to complete and execute all documents, including share transfers, in his or her name.
15. **Governing Law:** The Plan is governed and is to be constructed in accordance with the laws of Western Australia.
16. **Definitions:** For the purposes of this Annexure, the following terms have the following meanings:

**Associated Body Corporate** means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares;

**Award** means an Option, Performance Right or Share issued or acquired under the Plan;

**Cashless Exercise Facility** has the meaning given in paragraph 11 of this Annexure;

**Convertible Security** means an Option, Performance Right or right to be issued or transferred a Share;

**Eligible Employee** has the meaning in paragraph 1 of this Annexure;

**Group Company** has the meaning given in paragraph 1 of this Annexure;

**Market Value** in respect of a Share, means:

- (a) where the Company is listed on a stock exchange, the volume weighted average market price for Shares traded on the applicable stock exchange during the 7 most recent trading days on which Shares were traded prior to the day on which Market Value is to be determined, or such longer period as determined by the Board; or
- (b) where the Company is not listed on a stock exchange, the more recent of:
  - (i) the most recent cash or cash equivalent price at which Shares were issued or sold for valuable consideration in a bona fide, arms' length transaction (not being Shares issued under this Plan); and
  - (ii) the fair market value of a Share as determined by application of a valuation methodology approved by the Board, acting reasonably and in good faith, such valuation being no more than twelve (12) months old as at the date the Market Value is to be determined.



**Nominee** means a nominee of an Eligible Employee that is one of the following:

- (a) a spouse, parent, child or sibling of the Eligible Employee;
- (b) a company controlled by an Eligible Employee or a spouse, parent, child or sibling of the Eligible Employee;
- (c) a trustee of a trust in which the Eligible Employee is a beneficiary; or
- (d) a body corporate that is the trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Employee is a director of the body corporate;

**Offer** has the meaning given in paragraph 1 of this Annexure;

**Option** means an option to be issued or transferred a Share;

**Participant** means an Eligible Employee to whom an Award has been issued or transferred under the Plan or, if applicable, a Nominee of an Eligible Employee to whom an Award has been issued or transferred under the Plan;

**Performance Right** means a right to be issued or transferred a Share;

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

**Vesting Conditions** means, in respect of a Convertible Security, any condition set out in an invitation which must be satisfied (unless waived in accordance with the Plan) before the Convertible Security is treated as vested such that the Convertible Security can be exercised;



## Shareholder question form

Shareholders are invited to submit questions to the Board ahead of the 2024 Annual General Meeting (AGM) relevant to the business of the meeting or the management of the Company. We will endeavour to respond to questions at the AGM.

Shareholders are also invited to submit written questions to the auditor about the conduct of the audit of the 2024 Annual Financial Report and the preparation and content of the Auditor’s Report. These questions will be passed on to the auditor and a reasonable opportunity will be allowed at the AGM for the auditor or its representative to respond.

Questions can be submitted prior to the meeting and no later than 6:00pm (AEDT) on Thursday, 17 October 2024 by either:

- Printing this form, completing the details below and mailing it to the Company at PO Box 482, South Yarra, VIC 3141
- Printing this form, completing the details below and emailing it to [info@ectltd.com.au](mailto:info@ectltd.com.au).

Questions may also be submitted on the day of the AGM through the virtual meeting facility. For further information visit : <https://ectltd.com.au/agm-october-2024>

Question 1 if for Chair  or Auditor

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Question 2 if for Chair  or Auditor

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Name: \_\_\_\_\_

Name of registered security holder (if different from above): \_\_\_\_\_

Contact details (telephone / email address): \_\_\_\_\_

Date: \_\_\_\_\_



# 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  
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Your proxy voting instruction must be received by **11.00am (AEDT) on Saturday, 19 October 2024**, 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://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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)

