



CLEAN TEQ WATER LIMITED
ACN 647 935 948

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Tuesday, 26 November 2024

Time of Meeting:
1:00pm (AEDT)

Place of Meeting:
Virtually (Online)

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).

CLEAN TEQ WATER LIMITED

ACN 647 935 948

Registered office: Unit 12, 21 Howleys Road, Notting Hill, VIC 3168

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Clean TeQ Water Limited (the “Company”) will be held virtually on Tuesday, 26 November 2024 at 1:00pm (AEDT) (“Meeting” or “AGM”).

Participating in the Annual General Meeting

The technology used to hold the Meeting virtually will provide Shareholders with a reasonable opportunity to ask questions or make comments. Voting at the Meeting is occurring by way of poll rather than a show of hands. Each person entitled to vote is to be given the opportunity to vote in real time, and this Notice includes information about how Shareholders can participate at the Meeting. Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there.

Shareholders who wish to participate in the Meeting online may register in advance for the meeting:

https://vistra.zoom.us/webinar/register/WN_LhTemjPITNuAKuanJXojow

When: Tuesday, 26 November 2024 at 1.00pm (AEDT)

Topic: CNQ: 2024 Annual General Meeting

After registering, you will receive a confirmation email containing information about joining the Meeting.

Proxies

The Company strongly recommends its Shareholders to lodge a direct proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

Questions

The Company is happy to accept and answer questions submitted prior to the Meeting by email to anita.addorisio@vistra.com. Where a written question is raised in respect to the Key Management Personnel of the Company and/or the Resolutions to be considered at the Meeting, the Company will address the relevant question during the course of the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Further Information

Any Shareholder wishing to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangement for the holding or conduct of the Meeting, the Company will make further information available through the ASX website at www.asx.com.au (ASX: CNQ) and on its website at <https://www.cleanteqwater.com/>.

AGENDA

ORDINARY BUSINESS

Receipt and Consideration of Financial Statements and Reports

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

There is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2024 be adopted."

Resolution 2: Re-election of Mr Ian Knight as a Director of the Company

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

"That, for the purposes of clause 20.1 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Ian Knight, who retires by rotation in accordance with the Constitution, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolutions 3(a) and 3(b): Ratification of Placement and SPP Shares

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

Resolution 3(a): Ratification of Placement Shares

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 5,112,063 fully paid ordinary shares ('Shares') made on 6 May, 7 May, and 29 July 2024 at an issue price of \$0.31 (31 cents) per Share as described in the Explanatory Statement."

Resolution 3(b): Ratification of SPP Shares

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 1,961,569 Shares made on 18 July 2024 at an issue price of \$0.31 (31 cents) per Share as described in the Explanatory Statement."

Resolutions 4(a) and 4(b): Ratification of Placement and SPP Options

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

Resolution 4(a): Ratification of Placement Options

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 1,704,011 quoted options, exercisable at 0.45 (45 cents) each, and expiring on 30 April 2026 as described in the Explanatory Statement."

Resolution 4(b): Ratification of SPP Options

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the issue of 653,831 quoted options, exercisable at 0.45 (45 cents) each, and expiring on 30 April 2026 as described in the Explanatory Statement."

Resolutions 5(a) and 5(b): Approval to issue Options to Directors under the SPP

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

Resolution 5(a): Options to Mr Sam Riggall

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 10,752 quoted options, exercisable at 0.45 (45 cents) each, and expiring on 30 April 2026 to Director Mr Sam Riggall (or his nominee) on the terms and conditions described in the Explanatory Statement.”

Resolution 5(b): Options to Ms Robyn McLeod

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 5,376 quoted options, exercisable at 0.45 (45 cents) each, and expiring on 30 April 2026 to Director Ms Robyn McLeod (or her nominee) on the terms and conditions described in the Explanatory Statement.”

Resolution 6: Approval to issue Performance Rights to Mr Peter Voigt

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

“That the grant of 292,418 Long Term Incentive Plan Performance Rights (being a right to acquire up to 292,418 Shares in the Company, subject to satisfaction of relevant vesting conditions) to Mr Peter Voigt (or his nominee), Executive Director and Chief Executive Officer of the Company, under the Employee Incentive Plan and on the terms and conditions described in the Explanatory Statement, be approved under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes.”

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with 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 the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions as described in the Explanatory Statement.”

BY ORDER OF THE BOARD



Anita Addorisio
Company Secretary

25 October 2024

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, the Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on Sunday, 24 November 2024. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a Shareholder of the Company.
 - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, Proxy Forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 1.00pm (AEDT) on Sunday, 24 November 2024. Any proxy received after that time will not be valid for the scheduled Meeting.

4. Corporate Representative

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

5. Voting Exclusion Statement:

Resolution 1

In accordance with Sections 250R(4) and 250BD of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes cast, on this Resolution by or on behalf of a member of the Key Management Personnel ("KMP"), details of whose remuneration are included in the remuneration report, or a closely related party of such a member (either being a "KMP Voter"), unless the KMP Voter is casting a vote on behalf of a person who is not a KMP Voter (including as a proxy) and either:

- a. the KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. the KMP Voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their Proxy Form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2

There are no voting exclusions on this Resolution.

Resolutions 3(a) and 4(a)

The Company will disregard any votes cast in favour on any of the Resolutions 3(a) and 4(a) by any person, and any associates of those persons, who participated in the issue of securities under the Placement.

However, this does not apply to a vote cast in favour of any of these Resolutions by:

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

Resolutions 3(b) and 4(b)

The Company will disregard any votes cast in favour on any of the Resolutions 3(b) and 4(b) by any person, and any associates of those persons, who participated in the issue of securities under the SPP.

However, this does not apply to a vote cast in favour of any of these Resolutions by:

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

Resolution 5(a)

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

- a. Mr Sam Riggall and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b. an associate of Mr Riggall.

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

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

Resolution 5(b)

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

- a. Ms Robyn McLeod and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b. an associate of Ms McLeod.

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

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

Resolution 6

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

- a. a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan, being Mr Peter Voigt; or
- b. an associate of that person.

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

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

Furthermore, a vote must not be cast as proxy on this Resolution by a member of the KMP Voter.

However, a KMP Voter may cast a vote on this Resolution as a proxy if:

- a. the KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. the Chair of the Meeting is a KMP Voter and the written appointment of the Chair of the Meeting as proxy does not specify the way the proxy is to vote on the Resolution or expressly authorises the Chair of the Meeting to exercise the proxy even though the Resolution is connected with the remuneration of a member of the KMP.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Furthermore, in accordance with section 200E of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of Mr Peter Voigt or an associate thereof and any such votes attempted to be cast will be excluded.

However, a KMP Voter may cast a vote on this Resolution if:

- a. it is cast by the KMP Voter as a proxy appointed by writing that directs how to vote on the Resolution; and
- b. it is not cast on behalf of the KMP Voter.

Resolution 7

As at the date of despatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not currently required by Listing Rule 7.3A.7 as at that date.

However, if, between the date of despatch of this Notice of Meeting and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of this Resolution by or on behalf of:

- a. any 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 or ordinary securities in the Company); or
- b. an associate of that person or those persons.

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

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

6. Enquiries

Shareholders are invited to contact the Company Secretary, Anita Addorisio on 1300 384 692 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Annual General Meeting. The purpose of this Statement is to provide Shareholders with information they require to make an informed decision on the Resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the Resolutions.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice. The Notice incorporates and should be read together with this Statement.

ORDINARY BUSINESS

Receipt and Consideration of Financial Statements and Reports

A copy of the Annual Report for the financial year ended 30 June 2024 (which incorporates the Company's Financial Report, Directors Report (including the Remuneration Report) and the Auditors Report) is available on the Company's website at <https://www.cleanteqwater.com/investors/asx-announcements/> or via the Company's announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 384 692, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

At the Company's last AGM, the votes cast against the Remuneration Report were less than twenty-five (25%) percent of the total votes cast on that resolution and, accordingly, a spill resolution will not, under any circumstances, be required for this Meeting.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Board encourages all eligible Shareholders to cast their votes in favour of this Resolution.

Resolution 2: Re-election of Mr Ian Knight as a Director of the Company

Background

In accordance with Listing Rule 14.4 and clause 20.1 of the Company's Constitution, Directors must retire after the third AGM since they were last re-elected. A Director must not hold office without re-election following the third AGM after the Director's appointment / re-election or for more than three years, whichever is longest (clause 20.1). While the Company is admitted to the Official List, at least one Director must stand for election or re-election at each annual general meeting (clause 20.2). If no Director is standing for election or re-election or is required to retire at an annual general meeting under clause 20.1 or clause 20.2, then the Director who has been longest in office since that Director's last election must retire from office at that annual general meeting (clause 20.3). Mr Ian Knight is now retiring at this Meeting in accordance with the requirements of the Company's Constitution, and being eligible, offers himself for re-election.

Mr Ian Knight, Chairman of the Company, was appointed a Non-Executive Director on 28 April 2021, Interim Chairman on 1 May 2023 and Chairman on 30 August 2024. His experience includes presenting to and working with boards of public, private and private equity ownership, Not for Profit, State and Federal Governments and extensive experience in strategising and implementing mergers, acquisitions, divestments and capital raising initiatives. Mr Knight is an experienced Director and a former Partner of KPMG where he held the position of Head of Mergers and Acquisitions and Head of Private Equity. Mr Knight brings strong ASX, audit, risk management and governance experience to the Board. Mr Knight is a graduate in Business Studies and is also a Fellow of the Institute of Chartered Accountants, and a member of the Australian Institute of Company Directors. Mr Knight also sits on the boards of Dementia Australia and Dementia Australia Research Foundation.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Mr Ian Knight abstaining in his capacity as director of the Company) recommends that Shareholders vote in favour of the re-election of Mr Ian Knight as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its Shareholders.

Voting Intention

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

Resolutions 3(a) and 3(b): Ratification of Placement and SPP Shares Resolutions 4(a) and 4(b): Ratification of Placement and SPP Options

Background

On 29 April 2024, the Company announced its intention to raise capital through a placement to institutional and sophisticated investors ("Placement"), and through a Share Purchase Plan ("SPP"). Securities offered under the Placement and the SPP were fully paid ordinary shares ("Shares") in the Company at \$0.31 each ("Issue Price"), with free attaching quoted options ("Quoted Options") on a 1:3 basis, exercisable at \$0.45 each ("Exercise Price") and expiring on 30 April 2026 ("Expiry Date").

The Company raised a total of ~\$2.2M before costs, with breakdown as follows:

- a. ~\$1.6M was raised under the Placement through the issue of:
 - (i) 3,919,179 Shares on 6 May 2024;
 - (ii) 547,722 Shares on 7 May 2024; and
 - (iii) 645,162 Shares on 29 July 2024.(together "Placement Shares")
- b. ~\$608K was raised under the SPP through the issue of 1,961,569 Shares on 18 July 2024, of which 32,258 Shares and 16,129 Shares were respectively issued to Directors, Mr Sam Riggall and Ms Robyn McLeod (or their nominees) (together "SPP Shares").

The Company also issued the following securities under the Placement and SPP:

- a. 1,488,957 and 215,054 Quoted Options, attached to the Placement Shares, were issued on 18 July 2024 ("Placement Options"); and
- b. 637,703 Quoted Options, attached to the SPP Shares, were issued on 18 July 2024 ("SPP Options").

10,752 and 5,376 Quoted Options, attached to the SPP Shares issued to Directors, Mr Sam Riggall and Ms Robyn McLeod (or their nominees) ("SPP Director Options"), are subject to Shareholder approval under Resolutions 5(a) and 5(b).

Listing Rules

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The Placement Shares were issued from the Listing Rule 7.1 15% facility, and the SPP Shares, SPP Options, and Placement Options were issued from the Listing Rule 7.1A 10% facility.

Under Listing Rule 7.4, an issue of securities will be treated as having been made with the approval of Shareholders for the purposes of Listing Rules 7.1 and 7.1A if the issue did not breach Listing Rules 7.1 and 7.1A at the time and Shareholders subsequently approve it. The issue of the Placement Shares, SPP Shares, SPP Options, and Placement Options were within the Company's Listing Rules 7.1 and 7.1A placement capacity, did not fall within any of the exceptions in Listing Rule 7.2, and were not previously approved by Shareholders. The Company now seeks Shareholder approval of the issue pursuant to Listing Rule 7.4.

If any of Resolutions 3(a), 3(b), 4(a), and 4(b) are approved, the prior issue of the relevant securities will be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the relevant securities counting towards the 15% threshold for the purposes of Listing Rule 7.1 or the 10% facility limit for the purposes of Listing Rule 7.1A.

If any of Resolutions 3(a), 3(b), 4(a), and 4(b) are not approved, the prior issue of the relevant securities will not be treated by the Company as having been made with Shareholder approval under Listing Rules 7.1 and 7.1A. The Company will therefore have the relevant securities as counting towards the 15% and 10% threshold for the purposes of Listing Rules 7.1 and 7.1A. This will limit the Company's placement capacity under the Listing Rules 7.1 and 7.1A.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

In relation to Resolution 3(a): Ratification of Placement Shares

- a. 5,112,063 fully paid ordinary shares in the Company were issued on 6 May, 7 May and 29 July 2024; and
- b. The Placement Shares were issued and allotted to institutional and sophisticated investors who were identified through a bookbuild conducted by the Lead Manager and Co-Manager.

In relation to Resolution 3(b): Ratification of SPP Shares

- c. 1,961,569 fully paid ordinary shares in the Company were issued on 18 July 2024; and
- d. The SPP Shares were issued and allotted to SPP participants who were existing shareholders of the Company as at record date of 26 April 2024.

In relation to Resolutions 3(a) and 3(b): Ratification of Placement and SPP Shares

- e. The Placement Shares and SPP Shares were issued at an issue price of \$0.31 (31 cents) each; and
- f. The net proceeds raised from the Placement and SPP will be used to execute the Company's strategy to:
- evaluate and test work associated with the potential acquisition of lithium brine assets;
 - build an additional pilot plant facility for demonstration of the attributes of the cDLE® process in targeted lithium brine assets;
 - pilot plant facilities for the demonstration of ATA® rapid dewatering and dry-stacking technology to replace wet tailings storage for mining companies; and
 - working capital.

In relation to Resolution 4(a): Ratification of Placement Options

- g. 1,704,011 quoted options exercisable at \$0.45 each and expiring on 30 April 2026 were issued on 18 and 29 July 2024; and
- h. The Placement Options were issued and allotted to institutional and sophisticated investors who were identified through a bookbuild conducted by the Lead Manager and Co-Manager.

In relation to Resolution 4(b): Ratification of SPP Options

- i. 637,703 quoted options exercisable at \$0.45 each and expiring on 30 April 2026 were issued on 18 July 2024; and
- j. The SPP Options were issued and allotted to SPP participants who were existing Shareholders of the Company as at record date of 26 April 2024.

In relation to Resolutions 4(a) and 4(b): Ratification of Placement and SPP Options

- k. A summary of the material terms of the Placement and SPP Options can be found under Annexure A.
- l. The Placement and SPP Options were issued for nil consideration as they were free attaching Quoted Options to the Placement and SPP Shares issued as part of the Placement and SPP. Funds raised from the Placement and SPP will be used for purposes outlined under (f) above.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 3(a), 3(b), 4(a) and 4(b).

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 3(a), 3(b), 4(a) and 4(b).

Resolutions 5(a) and 5(b): Approval to issue Options to Directors under the SPP

Background

The Company is seeking Shareholder approval to allow the Company's Directors, being Mr Sam Riggall and Mr Robyn McLeod (or their respective nominees), to receive their SPP Director Options as noted in the background to Resolutions 3(a), 3(b), 4(a) and 4(b). The details of the securities proposed to be issued under Resolutions 5(a) and 5(b) are summarised below:

Resolution	Director	Description of SPP Director Options
5(a)	Sam Riggall	10,752 Quoted options exercisable at \$0.45 (45 cents) each and expiring on 30 April 2026
5(b)	Robyn McLeod	5,376 Quoted options exercisable at \$0.45 (45 cents) each and expiring on 30 April 2026

The issue of the SPP Director Options is not intended to remunerate or incentivise the concerned Directors.

If Resolution 5(a) is approved, the Company will proceed with the SPP Director Options to Mr Sam Riggall (or his nominee). If Resolution 5(b) is approved, the Company will proceed with the issue of SPP Director Options to Ms Robyn McLeod (or her nominee).

If Resolution 5(a) is not approved, the Company will not proceed with the issue of SPP Director Options to Mr Sam Riggall (or his nominee). If Resolution 5(b) is not approved, the Company will not proceed with the issue of SPP Director Options to Ms Robyn McLeod (or her nominee).

Listing Rules

Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company and their associates are related parties of the Company and therefore Shareholder approval for the issue of the SPP Director Options is required under Listing Rule 10.11.

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 for these Resolutions:

- (a) the SPP Director Options will be issued to the following persons or a related entity:
 - i. Mr Sam Riggall (or his nominee); and
 - ii. Ms Robyn McLeod (or her nominee);
- (b) approval is sought under Listing Rule 10.11.1 as the afore-mentioned persons are Directors of the Company;
- (c) the number and class of securities to be issued to each of the Directors has been set out in the table provided on page 11 of this Notice of Meeting;
- (d) A summary of the material terms of the SPP Director Options can be found under Annexure A.
- (e) the SPP Director Options will be issued not later than one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur prior to 26 December 2024.
- (f) The SPP Director Options will be issued for nil consideration as they are free attaching Quoted Options to the SPP Shares issued as part of the SPP. The net proceeds raised from the Placement and SPP will be used to execute the Company's strategy to:
 - evaluate and test work associated with the potential acquisition of lithium brine assets;
 - build an additional pilot plant facility for demonstration of the attributes of the cDLE® process in targeted lithium brine assets;
 - pilot plant facilities for the demonstration of ATA® rapid dewatering and dry-stacking technology to replace wet tailings storage for mining companies; and
 - working capital.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

The Board (with Mr Riggall and Ms McLeod respectively abstaining on Resolutions 5(a) and 5(b) in which they have interests in) recommends that Shareholders vote in favour of Resolutions 5(a) and 5(b).

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 5(a) and 5(b).

Resolution 6: Approval to issue Performance Rights to Mr Peter Voigt

Background

The Company proposes, subject to Shareholder approval, to grant Mr Peter Voigt, Executive Director and Chief Executive Officer, 292,418 performance rights which, upon vesting, will result in the issue of up to 292,418 fully paid ordinary shares (“Performance Rights”) pursuant to the Company’s EIP.

On 17 September 2024, the Company issued performance rights to employees. The proposed issue of Performance Rights to Mr Voigt are on the same terms as those issued to the other employees on 17 September 2024.

The number of Performance Rights proposed to be granted to Mr Voigt are based on his applicable long-term incentive (“LTI”) percentage under the Company’s EIP Rules, his applicable total fixed remuneration (“TFR”) and the ASX volume weighted average price (“VWAP”) of the Company. The number of performance rights have been calculated based on the June 2024 trading days VWAP of approximately \$0.28 per share.

The Company’s approach to remuneration is to ensure that remuneration received by KMP is closely linked to the Company’s performance and the returns generated for shareholders. Performance-linked compensation includes both short-term and long-term incentives and is designed to incentivise and reward employees for meeting or exceeding Company-wide and individual objectives. The short-term incentive (“STI”) is an “at risk” bonus provided in the form of cash and/or shares, while the LTI provided as options and performance rights over ordinary shares of the Company. The STI and LTI plans provide for the Board to be able to exercise discretion on the award of cash bonuses, options, and performance rights.

Within the established remuneration framework, each employee is assigned a level which reflects the seniority and responsibility associated with their role. This level determines an employees’ participation in the STI and LTI, and therefore, the proportion of their total remuneration which is linked to performance. Senior executives of the Company have a higher proportion of their total potential remuneration ‘at risk’. The applicable annual incentive plan metrics are as follows:

Percentage of TFR	Level 1 (CEO)	Level 2	Level 3	Level 4	Level 5
STI – bonus	25%	20%	15%	10%	7.5%
LTI – performance rights	25%	15%	10%	8%	5%
Total at risk	33%	26%	20%	15%	11%

The Board considers that the performance-linked compensation structure outlined in the EIP Rules will generate the desired outcome in respect of attracting and retaining high calibre employees and aligning employee performance with Shareholder interests.

The provision of Performance Rights to Mr Voigt pursuant to the LTI plan comprises a significant component of his ‘at risk’ remuneration. These Performance Rights are intended to align Voigt’s long-term performance over the vesting period with the interests of Shareholders as well as acting as a retention incentive.

The Board has concluded that the remuneration package for Mr Voigt is reasonable and appropriate having regard to the circumstances of the Company and his duties and responsibilities as Chief Executive Officer.

Conditions and Hurdles for Performance Rights

Performance Rights	
Testing Date:	1 July 2027
Vesting Period:	1 July 2024 to 30 June 2027
Vesting Conditions:	The vesting of any of the Performance Rights is dependent on Mr Voigt meeting the Service and Performance Conditions. Collectively these conditions are known as the Vesting Conditions.
Service Condition:	Continuous employment by Mr Voigt in his current position (or equivalent) from Grant Date to Testing Date. Subject to the EIP Rules, Performance Rights will generally lapse on resignation or dismissal.
Other Conditions:	The other conditions of the Performance Rights are as per the EIP Rules.

Performance Conditions:

Up to 100% of the Performance Rights granted will vest to the extent that the Total Shareholder Return (“TSR”) for the Company outperforms the Performance Hurdles over the Vesting Period. TSR is defined as the total return of a share to an investor (capital gain plus dividends received). The VWAP traded on the ASX in the one month preceding the commencement of the Vesting Period compared to the VWAP of shares in the one month preceding the Testing Date will be used in measuring TSR over the Vesting Period.

Performance Hurdle 1: 50% Performance Rights vesting conditional on CNQ’s absolute TSR performance

CNQ TSR over measurement period	% of Performance Rights vesting
12.5% p.a. compounding annually or greater	100%
7.5% p.a. compounding annually	50%^
Less than 7.5% p.a. compounding	0%

^ Straight line pro-rata vesting between 7.5% and 12.5%

Performance Hurdle 2: 50% Performance Rights vesting conditional on CNQ’s TSR performance compared to the S&P/ASX300 Index (ASX: XKO) (“Index”)

Performance level	CNQ performance relative to the Index over the Vesting Period	% of Performance Rights vesting^^
Stretch	≥ Index movement + 15%	100%
Between Target & S	> Index movement + 5% & < 15%	Pro-rata
Target	Index movement + 5%	50%
Between Threshold & Target	> Index movement & < 5%	Pro-rata
Threshold	= Index movement	25%
Below Threshold	< Index movement	0%

^^ Provided that zero Performance Rights would vest if the CNQ TSR is negative over the Vesting Period.

Any Performance Rights which fail to vest on the Testing Date will immediately lapse unless the Nomination & Remuneration Committee or the Board decides exceptional circumstances justify the reduction or waiver in whole or in part of the Vesting Conditions. There is no ability to re-test whether or not the Vesting Conditions have been satisfied after the Vesting Period has ended.

Information provided in accordance with Listing Rule 10.15

- The proposed recipient is Mr Peter Voigt, the Executive Director and Chief Executive Officer of the Company, or his nominee.
- As a director of the Company, Mr Voigt falls into the category described in Listing Rule 10.14.1.
- A total of 292,418 Performance Rights are being proposed to be granted to Mr Voigt.
- Mr Voigt’s current total remuneration package consists of \$413,811 total fixed remuneration (inclusive of superannuation) plus up to a maximum of \$80,962 STI cash bonus and up to a maximum of \$80,962 in LTI equity incentives which vest over a three-year period.
- The number of securities on issue that have previously been granted to Mr Voigt under the EIP Rules, as last approved by shareholders on 1 November 2023, is outlined below:

Number and type of securities (post demerger with Sunrise Energy Metals Limited (“SRL”))	Average acquisition price
109,524 Unlisted Performance Rights	Nil

*excluding the unquoted performance rights proposed under Resolution 6.

- The Performance Rights which, upon vesting, will result in the issue of up to 292,418 fully paid ordinary shares pursuant to the Company’s EIP Rules. To vest, the Performance Rights conditions and hurdles, as outlined under *Conditions and Hurdles for Performance Rights* above, will have to be satisfied.
- The Company is issuing Performance Rights as a form of equity security as it is a cost effective, non-cash incentive which closely links rewards with performance.

The number of Performance Rights offered has been calculated based on the VWAP of CNQ in June 2024 of \$0.28 per share, with Performance Rights estimated to be valued (for accounting purposes) at approximately \$30,338 based on an independent valuation using the company's closing price on 4 October 2024.

- (h) If Shareholder approval is obtained, the Performance Rights will be granted no later than one month after the Meeting.
- (i) The Performance Rights will be issued for no consideration.
- (j) A summary of the material terms of the EIP Rules has been provided under Annexure B.
- (k) No loan will be made by the Company in relation to the grant of Performance Rights to Mr Voigt.
- (l) Details of any securities issued under the EIP Rules will be published in each annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP Rules after this Resolution is approved and who are not named in this Notice and Explanatory Statement will not participate until approval is obtained under that rule.

If Resolution 6 is approved, the Company will proceed with the issue of Performance Rights to Mr Voigt on the terms and conditions as set out in this Notice. Furthermore, Exception 14 in Listing Rule 7.2 provides that Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under Listing Rule 10.14. If Shareholder approval is given for the purposes of Listing Rule 10.14, approval will not be required under Listing Rule 7.1, and the Performance Rights issued pursuant to this Resolution will not deplete the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is not approved, the proposed issue of Performance Rights to Mr Voigt will not proceed, and the Board will need to consider alternative remuneration options. To ensure the Company can attract and retain the executive talent, the Board considers it is important for the Company to offer incentives to its directors and executives that are in line with market practice and in alignment with the interests of Shareholders.

Termination Benefits approval – sections 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Voigt's unvested Performance Rights in the event Mr Voigt ceases employment in 'good leaver' circumstances being cessation other than due to resignation or dismissal for cause or poor performance and for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Mr Voigt ceases as a 'bad leaver' (which includes by resignation or dismissal for poor performance), all unvested Performance Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained on Resolution 6, the value of the approved benefits will be disregarded when calculating Mr Voigt's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act. The approval will be effective from the date the Resolution is passed until the conclusion of the 2027 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Performance Rights given in connection with Mr Voigt ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Performance Rights held by Mr Voigt prior to cessation of his employment;
- the date when, and circumstances in which, Mr Voigt ceases employment;
- whether performance hurdles are waived or (if not waived) met, and the number of Performance Rights that vest (which could be all of the Performance Rights held by Mr Voigt); and
- the market price of the Company's shares on the ASX on the date Shares are provided to Mr Voigt upon vesting of the Performance Rights.

Corporations Act – Chapter 2E

The Board has formed the view that the issue of Performance Rights to Mr Voigt (or his nominee) does not require Shareholder approval under section 208 of the Corporations Act as the issue constitute “reasonable remuneration” in accordance with section 211 of the Corporations Act.

A “financial benefit” is defined in section 229 of the Corporations Act and includes granting an option to a related party. Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Performance Rights aligns the interests of Mr Voigt with the interests of Shareholders. The grant of Performance Rights to Mr Voigt is a cost-effective form of remuneration when compared to the payment of cash consideration. The Board believes that having regard to the Company’s current cash position, and the Company’s objective to use available cash to fund its operations in the near future, compensating Mr Voigt in Performance Rights is in line with current market practices.

If Resolution 6 is passed and the Performance Rights are issued, Mr Voigt will have a relevant interest in 748,785 unquoted performance rights.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

The Board (with Mr Peter Voigt abstaining) recommends that Shareholders vote in favour of Resolution 6.

Voting Intention

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

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company’s 15% Capacity under Listing Rule 7.1.

Listing Rules information

a. Summary of Listing Rule 7.1A

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% (“10% Placement Facility”) to 25%.

An ‘eligible entity’ for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of 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 this Resolution 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 this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

b. Formula for calculating the 10% Placement Facility

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

(A x D)–E

- A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement:
- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
 - (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
 - (E) plus the number of partly paid shares that became fully paid in the relevant period;
 - (F) less the number of fully paid shares cancelled in the relevant period.

Note 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 shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula stated above.

c. *Type and number of Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at 11 October 2024, has on issue the following classes of quoted Equity Securities:

ASX Security Code and Description	Total Number
CNQ: Ordinary Fully Paid	72,242,303
CNQO: Options expiring 30 April 2026	2,341,714

Specific information required by Listing Rule 7.3A

a. *Placement Period*

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
 - (b) the time and date of the Company's next Annual General Meeting; and
 - (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- ("10% Placement Period").

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

b. *Minimum Issue Price and Cash Consideration*

The Equity Securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

c. *Purposes of the funds raised*

The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

d. *Risk of economic and voting dilution*

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

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of this Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount 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 Equity Securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 11 October 2024 ("Current Share Price") and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The dilution table also shows:

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

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.18 50% decrease in Current Share Price	\$0.360 Current Share Price	\$0.720 100% increase in Current Share Price
Current Variable A 72,242,303 Shares	10% Voting Dilution	7,224,230 Shares	7,224,230 Shares	7,224,230 Shares
	Funds raised	\$1,300,361	\$2,600,723	\$5,201,446
50% increase in current Variable A 108,363,455 Shares	10% Voting Dilution	10,836,345 Shares	10,836,345 Shares	10,836,345 Shares
	Funds raised	\$1,950,542	\$3,901,084	\$7,802,168
100% increase in current Variable A 144,484,606 Shares	10% Voting Dilution	14,448,461 Shares	14,448,461 Shares	14,448,461 Shares
	Funds raised	\$2,600,723	\$5,201,446	\$10,402,892

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (b) No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- (c) 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%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of ordinary securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (g) The Current Share Price is \$0.360 being the closing market price of the ordinary securities on ASX on 11 October 2024.

e. Allocation Policy

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

f. Previous Issues under Listing Rule 7.1A.2

Information about Equity Securities issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) The total number of equity securities issued to be issued under rule 7.1A.2 in that 12-month period: 5,122,063 fully paid ordinary shares issued on 6 May, 7 May and 29 July 2024 (“Placement Shares”);
- (b) Percentage they represent of the total number of equity securities on issue at the commencement of that 12-month period: 7.87%;
- (c) The Placement Shares were issued to institutional and sophisticated investors who were identified through a bookbuild conducted by the Lead Manager and Co-Manager. There were no participants in this issue that were investors required to be disclosed under ASX Guidance Note 21;
- (d) The Placement Shares were issued at \$0.31 (31 cents) each, representing a respective premium of 3.33%, 6.90%, and 8.77% at the CNQ closing market price on 6 May, 7 May and 29 July 2024.
- (e) The total cash consideration received and the amount of that cash that has been spent are:
 - Total cash consideration received: ~\$1.6M;
 - Amount of that cash which has been spent: ~\$700k which was spent on the intended purposes including ~\$150k on capital raise costs (Placement-related component); ~\$150k on working capital; ~\$100k on pilot plant facilities for the demonstration of the ATA® rapid dewatering and dry-stacking technology to replace wet tailings storage for mining companies; and ~\$300k on the evaluation and test work associated with the potential acquisition of lithium brine assets.
- (f) The intended use for the remaining amount of that cash will be to execute the Company’s strategy to:
 - evaluate and test work associated with the potential acquisition of lithium brine assets;
 - build an additional pilot plant facility for demonstration of the attributes of the cDLE® process in targeted lithium brine assets;
 - pilot plant facilities for the demonstration of ATA® rapid dewatering and dry-stacking technology to replace wet tailings storage for mining companies; and
 - working capital.
- (g) the Company has not agreed to issue any Equity Securities under Rule 7.1A.2 other than those referred to above and the Company has not agreed, before the 12-month period to issue any Equity Securities under Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Special Resolution

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

Voting Exclusions

For voting exclusions refer to Note 5.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

Voting Intention

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

Disclosure

The Company considers this Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

Annexure A: Summary of the material terms of the Placement Options, SPP Options and SPP Director Options

The Quoted Options entitle the holder of the Option (“Holder”) to subscribe for Shares on the following terms and conditions:

- (a) Each Quoted Option gives the Holder the right to subscribe for one fully paid ordinary Share.
- (b) The Quoted Options will expire at 5.00pm (Melbourne time) on 30 April 2026 (“Expiry Date”).
- (c) Any Quoted Options not exercised before 5.00pm (Melbourne time) on the Expiry Date will automatically lapse at that time and be cancelled by the Company.
- (d) The amount payable upon exercise of each Quoted Option will be \$0.45 (“Exercise Price”).
- (e) The Company will provide to each Holder a notice that is to be completed when exercising the Quoted Options (“Notice of Exercise”).
- (f) Quoted Options must be exercised in multiples of ten thousand (10,000) unless fewer than ten thousand (10,000) Quoted Options are held by a Holder in which case all Quoted Options held must be exercised at the same time.
- (g) The Quoted Options may be exercised by the Holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Company Secretary at Company’s registered office (or such other address notified by the Company to the holder) to be received prior to the Expiry Date. The Notice of Exercise must, among other things, state the number of Quoted Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Quoted Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (h) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the applicable Exercise Price for each Quoted Option being exercised in cleared funds (“Exercise Date”).
- (i) As soon as practicable after the relevant Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Quoted Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
 - (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued on the exercise of the Quoted Options.
 - (iii) All Shares issued upon the exercise of the Quoted Options will upon issue rank equally in all respects with the then issued Shares.
- (j) The Quoted Options are transferable subject to compliance with the *Corporations Act 2001* (Cth).
- (k) A Holder who holds Quoted Options is not entitled to:
 - (i) notice of, or to vote or attend at, a meeting of the shareholders;
 - (ii) receive any dividends declared by the Company; or
 - (iii) participate in any new issues of securities offered to shareholders during the term of the Quoted Options,unless and until the Quoted Options are exercised and the Holder holds Shares.
- (l) If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of a Quoted Option will be increased by the number of Shares which the Holder would have received if the Holder of a Quoted Option had exercised the Quoted Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (m) If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Quoted Options, the Exercise Price of a Quoted Option will be reduced according to the formula provided in Listing Rule 6.22 (whether or not the Company is listed on the ASX at the time).

- (n) If at any time the issued capital of the Company is reconstructed, all rights of a Quoted Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (o) Subject to clause (n) above, a Quoted Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Quoted Option can be exercised.

Annexure B: Summary of the material terms and conditions of the Company's EIP Rules

A summary of material terms and conditions of the Company's EIP Rules is set out below. For full details of the EIP Rules, please refer to the rules themselves which are accessible on the Company website at [Corporate Governance | Clean TeQ Water](#):

- The EIP Rules set out the framework for the offer of Shares, Options or Performance Rights by the Company, and is typical for a document of this nature.
- In making its decision to issue Shares, Options or Performance Rights, the Board may decide the number of securities and the vesting conditions which are to apply in respect of the securities. The Board has broad flexibility to issue Shares, Options or Performance Rights having regard to a range of potential vesting criteria and conditions.
- In certain circumstances, unvested Options or Performance Rights will immediately lapse and any unvested Shares held by the participant will be forfeited if the relevant person is a “bad leaver” as distinct from a “good leaver”.
- If a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or its subsidiaries, the Board may determine that any unvested Performance Rights or Options held by the participant immediately lapse and that any unvested Shares held by the participant be forfeited.
- In certain circumstances, Shares, Performance Rights or Options can vest early, including following a change of control or other events of a similar nature. For the purposes of this rule, a relevant control event occurs in a number of scenarios in which a third party may acquire 50% or more of the Company's Shares.
- The total number of Shares that would be issued were each Option, Performance Right and Share under the EIP Rules exercised or vested (as applicable), plus the number of Shares issued in the previous three years under the EIP Rules, must not, at any time, exceed 5% of the total number of Company Shares on issue. Shares issued under the EIP Rules will rank equally in all respects with other Shares and the Company must apply for the quotation of such Shares.
- The Board has discretion to impose restrictions (except to the extent prohibited by law or the ASX Listing Rules) on Shares issued or transferred to a participant on vesting of an Option or a Performance Right, and the Company may implement appropriate procedures to restrict a participant from so dealing in the Shares.
- In respect of vested Options or Performance Rights, if the Board becomes aware of an event which would have resulted in vesting criteria not being satisfied, such as a material misstatement in the Company's financial statements during the vesting period, any affected vested Options or Rights may be cancelled for no consideration.
- In the event of any reorganisation of the issued capital of the Company on, or prior to, the expiry of the Performance Rights or Options, the rights of the relevant security holder can be changed in the discretion of the Board, including to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.
- The Board is granted a certain level of discretion under the EIP Rules, including the power to amend the rules under which the Rules is governed and to waive vesting conditions, forfeiture conditions or disposal restrictions.

GLOSSARY

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

“\$” means Australian Dollars;

“**10% Placement Facility**” as defined under the ASX Listing Rules 7.1A;

“**10% Placement Period**” has the meaning given in the Explanatory Statement;

“**15% Capacity**”, “**15% Placement Capacity**” or “**15% facility**” has the same definition as the capacity defined under the ASX Listing Rules 7.1;

“**AGM**”, “**Annual General Meeting**” or “**Meeting**” means the 2024 Annual General Meeting convened by the Notice of Meeting;

“**AGM materials**” means that Notice of Meeting and Explanatory Statement;

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

“**AEDT**” means Australian Eastern Daylight Time;

“**Bad Leaver**” has the same meaning given under the Company’s Employee Incentive Plan Rules;

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

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

“**Closely Related Party**” of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

“**Co-Manager**” for the Placement was Evolution Capital Pty Ltd;

“**Company**” means Clean TeQ Water Limited ACN 647 935 948;

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

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

“**Current Share Price**” has the meaning given in the Explanatory Statement;

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

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**EIP**” or “**Plan**” means the Employee Incentive Plan of the Company;

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

“**Exercise Price**” means the amount payable upon exercise of each Quoted Options, as defined in the Explanatory Statement and Annexure A;

“**Exercise Date**” means the date and time the Quoted Options will expire, as defined in the Explanatory Statement and Annexure A;

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

“**Financial Benefit**” has the meaning given under section 229 of the Corporations Act;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Good Leaver**” has the same meaning given under the Company’s Employee Incentive Plan Rules;

“**Index**” has the meaning given in the Explanatory Statement;

“**Issue Price**” means the price at which the Placement and SPP Shares were issued, as further described in the Explanatory Statement;

“**Key Management Personnel**” or “**KMP**” means those persons details of whose remuneration are included in the Remuneration Report having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise), as defined in the Corporations Act;

“**Lead Manager**” for the Placement was Viriathus Capital Pty Ltd;

“**Listing Rules**” means the official listing rules of ASX;

“**LTI**” means the Long-Term Incentives;

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

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

“**Notice of Exercise**” has the meaning given under Annexure A;

“Performance Rights” means the performance rights proposed to be issued to Mr Voigt under Resolution 6, as detailed in the Explanatory Statement;

“Placement” has the meaning given in the Explanatory Statement;

“Placement Options” means the free attaching Quoted Options to the Placement Shares, as further described in the Explanatory Statement;

“Placement Shares” means fully paid ordinary shares issued under the Placement, as further described in the Explanatory Statement;

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

“Quoted Options” means the attaching options to the Placement and SPP Shares, as further described in the Explanatory Statement;

“Related Party” has the meaning given under section 228 of the Corporations Act;

“Remuneration Report” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the period ended 30 June 2024;

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

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

“Shareholder” means member of the Company, as defined in the Constitution of the Company;

“SPP” has the meaning given in the Explanatory Statement;

“SPP Director Options” means the free attaching Quoted Options proposed to be issued to the Directors under Resolutions 5(a) and 5(b) following their participation to the SPP, as further described in the Explanatory Statement;

“SPP Options” means the free attaching Quoted Options to the SPP Shares, as further described in the Explanatory Statement;

“SPP Shares” means fully paid ordinary shares issued under the SPP, as further described in the Explanatory Statement;

“SRL” means Sunrise Energy Metals Limited (ACN 127 457 916);

“Statement” means the Explanatory Statement forming part of this Notice of Meeting;

“STI” means Short-Term Incentives;

“TFR” means total fixed remuneration;

“TSR” means total shareholder return

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“VWAP” means the volume weighted average price.