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ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED

ACN 009 120 405

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 4:00pm (AEDT) on Monday, 30 November 2026 at Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders may vote by directed proxy in lieu of attending the Meeting in person. Proxy Forms for the Meeting should be lodged before 4:00pm (AEDT) on Saturday, 28 November 2026.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to info@ectltd.com.au by no later than 4:00pm (AEDT) on Monday, 23 November 2026.

Should you wish to discuss any matter please do not hesitate to contact the Company at info@ectltd.com.au or by telephone on +61 3 8630 3321.

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ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED
ACN 009 120 405

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Environmental Clean Technologies Limited (**Company**) will be held at 4:00pm (AEDT) on Monday, 30 November 2026 at Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm (AEDT) on Saturday, 28 November 2026.

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1 Resolution 1 – Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2026 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition Statement

A vote on this Resolution must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

(b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

(a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or

(b) the person is the Chairperson voting an undirected proxy which expressly authorises the Chairperson to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Re-election of Mr Faldi Ismail as Director

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

"That, pursuant to and in accordance with Listing Rule 14.5, clause 13.2 of the Constitution and for all other purposes, Mr Faldi Ismail, a Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 Resolution 3 – Re-election of Mr Jefferson Harcourt as Director

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

"That, pursuant to and in accordance with Listing Rule 14.5, clause 13.2 of the Constitution and for all other purposes, Mr Jefferson Harcourt, a Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 Resolution 4 – Issue of Director Performance Rights to Mr Lewis Utting

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve the issue of 3,500,000 Performance Rights to Mr Lewis Utting (and/or his nominee(s)), 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 Mr Lewis Utting (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Utting or of any of the other abovementioned persons.

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

(a) 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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

Voting Prohibition Statement

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

(a) a member of the Key Management Personnel, or a Closely Related Party of such member; or

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

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

(a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chairperson and the appointment of the Chairperson as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chairperson to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 5 – Issue of Director Performance Rights to Mr Jon Gourlay

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve the issue of 3,500,000 Performance Rights to Mr Jon Gourlay (and/or his nominee(s)), 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 Mr Jon Gourlay (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Gourlay or of any of the other abovementioned persons.

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

(a) 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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

Voting Prohibition Statement

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

(a) a member of the Key Management Personnel, or a Closely Related Party of such member; or

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

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

(a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chairperson and the appointment of the Chairperson as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chairperson to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6 Resolution 6 – Issue of Director Placement Shares to Mr Lewis Utting

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 416,666 Placement Shares to Mr Lewis Utting (and/or his nominee(s)), 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 Mr Lewis Utting (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Utting or of any of the other abovementioned persons.

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

(a) 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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

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7 Resolution 7 – Issue of Director Placement Shares to Mr Jon Gourlay

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 416,666 Placement Shares to Mr Jon Gourlay (and/or his nominee(s)), 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 Mr Jon Gourlay (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Gourlay or of any of the other abovementioned persons.

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

(a) 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 in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

8 Resolution 8 – Issue of Incentive Performance Rights to Mr Lewis Utting

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

"That, subject to the appointment of Mr Lewis Utting as an Executive Director, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve the issue of 7,500,000 Performance Rights to Mr Lewis Utting (and/or his nominee(s)), 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 Mr Lewis Utting (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Utting or of any of the other abovementioned persons.

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

(a) 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 in that way; or

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(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

Voting Prohibition Statement

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

(a) a member of the Key Management Personnel, or a Closely Related Party of such member; or

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

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

(a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chairperson and the appointment of the Chairperson as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chairperson to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9 Resolution 9 – Approval of 10% Placement Facility

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

"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 in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of securities (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) 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 in that way; or

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(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

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

Note: As at the date of this Notice, it is not known who may participate in the issue of any Equity Securities under this Resolution 9 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Facility. Accordingly, the Company has not identified any particular persons or class of persons who would be excluded from voting on Resolution 9.

10 Resolution 10 – Replacement of Constitution

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairperson of the Meeting for identification purposes."

Dated: 30 October 2026

By order of the Board



Ju-Yup Lee
Company Secretary

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ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED
ACN 009 120 405

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Mr Faldi Ismail as Director
Section 6	Resolution 3 – Re-election of Mr Jefferson Harcourt as Director
Section 7	Resolutions 4 and 5 – Issue of Director Performance Rights to Messrs Lewis Utting and Jon Gourlay
Section 8	Resolutions 6 and 7 – Issue of Director Placement Shares to Messrs Lewis Utting and Jon Gourlay
Section 9	Resolution 8 – Issue of Incentive Performance Rights to Mr Lewis Utting
Section 10	Resolution 9 – Approval of 10% Placement Facility
Section 11	Resolution 10 – Replacement of Constitution
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Director Performance Rights
Schedule 3	Terms and Conditions of Incentive Performance Rights
Schedule 4	Summary of Proposed Constitution

A Proxy Form is enclosed with this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 **Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting (subject to the voting exclusions detailed in the Notice).

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 4:00pm (AEDT) on Saturday, 28 November 2026, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 **Attendance at Meeting**

Shareholders can submit any questions in advance of the Meeting by emailing the questions to info@ectltd.com.au by no later than 4:00pm (AEDT) on Monday, 23 November 2026.

If it becomes necessary or appropriate to make alternative Meeting arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at https://ectltd.com.au/.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report, which is available online at https://ectltd.com.au/;

(b) ask questions about, or make comments on, the management of the Company;

(c) ask questions about, or make comments on, the Remuneration Report; and

(d) ask the auditor questions about:

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(i) the conduct of the audit;

(ii) the preparation and content of the Auditor's Report;

(iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

(a) the content of the Auditor's Report; or

(b) the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 4:00pm (AEDT) on Monday, 23 November 2026) to the Company Secretary at the Company's registered office or by email to info@ectltd.com.au.

Please note that if you have elected to continue to receive a hard copy of the Annual Report, it will be mailed to you no later than 28 days before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Annual Report and now (or at some time in the future) wish to receive a hard copy of the Annual Report, please contact the Company, who will arrange to mail you a hard copy.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report is detailed on pages 10 to 16 of the Annual Report and is available on the Company's website at https://ectltd.com.au/.

The Remuneration Report sets out the remuneration policy for the Company and the remuneration arrangements in place for Directors and other members of Key Management Personnel.

The Board is committed to an appropriately structured remuneration framework, underpinned by guiding remuneration principles, focused on driving a performance culture over the short, medium and long term to deliver satisfactory returns to Shareholders.

The Remuneration Report:

(a) sets out the components of executive and non-executive Directors' remuneration, including any associated performance conditions;

(b) defines the Company's remuneration objectives and structure for fixed and variable short and long term remuneration frameworks; and

(c) confirms the remuneration of the Directors and other members of Key Management Personnel for the year ended 30 June 2026.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other

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than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2025 annual general meeting. However, if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2027 annual general meeting, the Company will be required to put to Shareholders at the 2027 annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is a non-binding resolution.

The Chairperson intends to exercise all undirected proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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5 Resolution 2 – Re-election of Mr Faldi Ismail as Director

5.1 General

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Clause 13.2 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt) to retire at each annual general meeting. Clause 13.2 of the Constitution also states that a Director who retires under clause 13.2 is eligible for re-election.

Resolution 2 provides that, pursuant to and in accordance with Listing Rule 14.5 and clause 13.2 of the Constitution (and for all other purposes), Mr Faldi Ismail, Director, retires and being eligible, is re-elected as a Director.

Mr Faldi Ismail is a seasoned corporate advisor and entrepreneur with over 20 years of experience in capital markets, specialising in identifying, structuring, and financing emerging growth companies. He has been instrumental in the establishment and public listing of numerous ASX-listed entities, particularly across the resources, energy, and technology sectors. Mr Ismail has a proven track record in corporate strategy, capital raising, and M&A, and has held board and advisory roles in a range of successful ventures.

If Resolution 2 is passed, Mr Ismail will be re-elected and will continue to act as a Director.

If Resolution 2 is not passed, Mr Ismail will not be re-elected and will cease to act as a Director.

Resolution 2 is an ordinary resolution.

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

5.2 Board recommendation

Based on Mr Faldi Ismail's skills and experience, the Board (excluding Mr Ismail) supports the re-election of Mr Ismail as a Director and recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Re-election of Mr Jefferson Harcourt as Director

6.1 **General**

Refer to Section 5.1 for a summary of Listing Rule 14.5 and clause 13.2 of the Constitution.

Resolution 3 provides that, pursuant to and in accordance with Listing Rule 14.5 and clause 13.2 of the Constitution (and for all other purposes), Mr Jefferson Harcourt, Director, retires and being eligible, is re-elected as a Director.

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

If Resolution 3 is passed, Mr Harcourt will be re-elected and will continue to act as a Director.

If Resolution 3 is not passed, Mr Harcourt will not be re-elected and will cease to act as a Director.

Resolution 3 is an ordinary resolution.

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

6.2 **Board recommendation**

Based on Mr Harcourt's skills and experience, the Board (excluding Mr Harcourt) supports the re-election of Mr Harcourt as a Director and recommends that Shareholders vote in favour of Resolution 3.

7 Resolutions 4 and 5 – Issue of Director Performance Rights to Messrs Lewis Utting and Jon Gourlay

7.1 **Background**

On 6 October 2026, Messrs Lewis Utting and Jon Gourlay were appointed as Non-Executive Directors. As part of Messrs Utting and Gourlay's appointment as Non-Executive Directors, the Company agreed to, subject to Shareholder approval, issue to each of Messrs Utting and Gourlay (and/or their respective nominee(s)), 3,500,000 Performance Rights (**Director Performance Rights**), comprising:

Tranche	Number	Vesting Conditions	Performance Period	Expiry Date
1	1,000,000	The relevant Director remaining on the Board for at least one year from the date of issue and the Company achieving a Share price of at least $0.15 based on the 10-day VWAP of Shares.	One year from the date of issue.	Two years from the date of issue.
2	1,000,000	The relevant Director remaining on the Board for at least two years from the date of issue and the Company achieving a Share price of at least $0.25 based on the 10-day VWAP of Shares.	Two years from the date of issue.	Three years from the date of issue.
3	750,000	The relevant Director remaining on the Board and the Company achieving a Share price of at least $0.50 based on the 10-day	Two years from the date of issue.	Three years from the date of issue.

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		VWAP of Shares.		
4	750,000	The relevant Director remaining on the Board and the Company achieving a Share price of at least $1.00 based on the 10-day VWAP of Shares.	Three years from the date of issue.	Four years from the date of issue.

The terms and conditions of the Director Performance Rights are detailed in Schedule 2.

Resolutions 4 and 5 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) to issue Director Performance Rights to Messrs Utting and Gourlay (and/or their respective nominee(s)).

The Directors consider that the issue of Director Performance Rights to Messrs Utting and Gourlay is a cost effective and efficient reward and incentive for the Directors to align the long-term goals of the Directors with that of Shareholders and to establish an incentive for Directors to provide ongoing dedicated services to the Company.

Resolutions 4 and 5 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 4 and 5.

7.2 **Chapter 2E of the Corporations Act**

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

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

(a) the circumstances of the public company or entity giving the remuneration; and

(b) the related party's circumstances (including the responsibilities involved in the office or employment).

The Directors (other than Mr Utting, who has a material personal interest in Resolution 4 and Mr Gourlay, who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of the Director Performance Rights constitutes reasonable remuneration payable to Messrs Utting and Gourlay in the circumstances.

7.3 **Listing Rule 10.11**

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

(a) a related party;

(b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in (a) to (c); or

(e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

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unless it obtains shareholder approval.

The issue of Director Performance Rights to Messrs Utting and Gourlay (and/or their nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Messrs Utting and Gourlay are related parties of the Company by virtue of being Directors, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of 3,500,000 Performance Rights to Mr Utting (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Director Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of 3,500,000 Performance Rights to Mr Gourlay (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Director Performance Rights will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of 3,500,000 Performance Rights to Mr Utting (and/or his nominee(s)) and the Company will consider alternative arrangements to incentivise Mr Utting.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of 3,500,000 Performance Rights to Mr Gourlay (and/or his nominee(s)) and the Company will consider alternative arrangements to incentivise Mr Gourlay.

7.4 **Specific information required by Listing Rule 10.13**

The following information in relation to Resolutions 4 and 5 is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the Director Performance Rights will be issued to Messrs Utting and Gourlay (and/or their nominee(s)) pursuant to Resolutions 4 and 5;

(b) Messrs Utting and Gourlay fall within Listing Rule 10.11.1 as they are Directors and therefore a related party of the Company;

(c) the maximum number of Director Performance Rights to be issued to each of Messrs Lewis Utting and Jon Gourlay (and/or their respective nominee(s)) is 3,500,000 Performance Rights, approval of which is sought pursuant to Resolutions 4 and 5;

(d) the Shares issued on exercise of the Director Performance Rights will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;

(e) the terms and conditions of the Director Performance Rights are detailed in Schedule 2;

(f) the Director Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(g) the issue price of the Director Performance Rights will be nil;

(h) the purpose of the issue of the Director Performance Rights is to retain and incentivise Messrs Utting and Gourlay to continue in their position as Non-Executive Directors and to provide cost effective incentive to Messrs Utting and Gourlay, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of incentive were given to Messrs Utting and Gourlay;

(i) details of the Directors' current remuneration package is as follows:

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Director	Cash Salary	Superannuation	Equity based payments	Total
	($)	($)	($)	($)
Lewis Utting	$50,000	-	-	$50,000
Jon Gourlay	$50,000	-	-	$50,000

(j) the Director Performance Rights will be issued pursuant to Messrs Utting and Gourlay's Non-Executive Director agreement with the Company, which also provides:

(i) for a base salary of $50,000 per annum plus GST; and

(ii) that either party may terminate Messrs Utting and Gourlay's employment by giving 3 months' written notice; and

(k) voting exclusion statements are included in the Notice for Resolutions 4 and 5.

7.5 Board Recommendation

The Board (excluding Mr Lewis Utting) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Mr Jon Gourlay) recommends that Shareholders vote in favour of Resolution 5.

8 Resolutions 6 and 7 – Issue of Director Placement Shares to Messrs Lewis Utting and Jon Gourlay

8.1 Background

On 4 August 2026, the Company announced that it had received firm commitments for a two-tranche placement of 100 million Shares (**Placement Shares**) to sophisticated, professional and institutional investors at $0.12 per Share to raise a total of $12 million (before costs) (**Placement**).

(a) Tranche 1: a placement of 52,825,885 Shares utilising the Company's existing placement capacity pursuant to Listing Rule 7.1 and 35,883,923 Shares utilising the Company's existing placement capacity pursuant to Listing Rule 7.1A (**Tranche 1 Placement Shares**) to raise $10,645,177 (before costs). The Tranche 1 Placement Shares were approved and ratified by shareholders at the Extraordinary General Meeting held on 22 October 2026; and

(b) Tranche 2: a placement of 11,290,192 Shares (**Tranche 2 Placement Shares**) to raise $1,354,823 (before costs) which was approved by shareholders at the Extraordinary General Meeting held on 22 October 2026.

The Tranche 1 Placement Shares were issued on 18 August 2026 and Tranche 2 Placement Shares were issued on 23 October 2026.

On 6 October 2026, the Company announced that, subject to shareholder approval, Messrs Lewis Utting and Jon Gourlay (and/or their nominee(s)) intend to acquire approximately $50,000 worth of Shares each, at an issue price of $0.12 per Share, being an aggregate of up to 833,332 Shares (**Director Placement Shares**). The issue price of the Director Placement Shares is $0.12 per Share, being the same issue price of the Placement Shares. The proposed acquisition of Shares by Messrs Utting and Gourlay will further align their interests with that of Shareholders and the Company will raise approximately $100,000 (before costs) from the issue of the Director Placement Shares.

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The funds raised from the Placement and the issue of the Director Placement Shares have been, and will be, used to accelerate commercialisation of the FJH platform, support PFAS remediation and MXene manufacturing capability, and for general working capital.

Resolutions 6 and 7 seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to Messrs Utting and Gourlay (and/or their respective nominee(s)).

Resolutions 6 and 7 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 6 and 7.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2.

The Directors (other than Mr Utting, who has a material personal interest in Resolution 6 and Mr Gourlay, who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.3.

The issue of Director Placement Shares to Messrs Utting and Gourlay (and/or their respective nominee(s)) falls within Listing Rule 10.11.1 as Messrs Utting and Gourlay are related parties of the Company by virtue of being Directors, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 6 is passed, the Company will be able to proceed with the issue of 416,666 Shares to Mr Utting (and/or his nominee(s)) to raise approximately $50,000 (before costs).

If Resolution 7 is passed, the Company will be able to proceed with the issue of 416,666 Shares to Mr Gourlay (and/or his nominee(s)) to raise approximately $50,000 (before costs).

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of 416,666 Shares to Mr Utting (and/or his nominee(s)) and the Company may be required to consider alternative arrangements to raise additional funds.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of 416,666 Shares to Mr Gourlay (and/or his nominee(s)) and the Company may be required to consider alternative arrangements to raise additional funds.

8.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

(a) the Director Placement Shares will be issued to Messrs Lewis Utting and Jon Gourlay (and/or their respective nominee(s));

(b) Messrs Utting and Gourlay fall into the category stipulated by Listing Rules 10.11.1 as they are Directors. In the event the Director Placement Shares are issued to a nominee of Messrs Utting and Gourlay, that nominee will fall into the category stipulated by Listing Rule 10.11.4;

(c) a maximum of 416,666 Shares will be issued to Mr Utting (and/or his nominee(s)) and a maximum of 416,666 Shares will be issued to Mr Gourlay (and/or his nominee(s));

(d) the Director Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;

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(e) the Director Placement Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(f) the Director Placement Shares will be issued at an issue price of $0.12 per Share, being the same issue price as the Placement Shares issued to participants in the Placement, to raise approximately $100,000 (before costs);

(g) proceeds raised from the issue of the Director Placement Shares, together with the proceeds raised from the Placement, will be utilised as detailed in Section 8.1;

(h) the issue of the Director Placement Shares is not intended to remunerate or incentivise Messrs Utting or Gourlay;

(i) the Director Placement Shares will be issued pursuant to a subscription letter under which each of Messrs Utting and Gourlay will agree to subscribe for 416,666 Shares at an issue price of $0.12 per Share; and

(j) voting exclusion statements are included in the Notice for Resolutions 6 and 7.

8.5 Board Recommendation

The Board (excluding Mr Lewis Utting) recommends that Shareholders vote in favour of Resolution 6.

The Board (excluding Mr Jon Gourlay) recommends that Shareholders vote in favour of Resolution 7.

9 Resolution 8 – Issue of Incentive Performance Rights to Mr Lewis Utting

9.1 Background

As announced on 6 October 2026, the Company is proposing, subject to the appointment of Mr Utting as an Executive Director and the Company obtaining Shareholder approval, to issue an additional 7,500,000 Performance Rights to Mr Utting (and/or his nominee(s)) which will convert into Shares upon the satisfaction of certain milestones (**Incentive Performance Rights**), as follows:

Tranche	Number	Vesting Conditions	Performance Period	Expiry Date
1	3,750,000	The Company achieving a Share price of at least $0.30 based on the 20-day VWAP of Shares.	One year from the date of issue.	Two years from the date of issue.
2	3,750,000	The Company achieving a Share price of at least $0.50 based on the 20-day VWAP of Shares.	Two years from the date of issue.	Three years from the date of issue.

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

Mr Utting is currently a Non-Executive Director. As at the date of the Notice, the Company is in process of negotiating and agreeing the terms of Mr Utting's appointment as an Executive Director and is seeking to finalise Mr Utting's engagement on or before 30 December 2026.

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

The Company acknowledges that in accordance with Listing Rule 10.13.5, securities approved by Shareholders under Listing Rule 10.11 must be issued no later than one month after the date of the Meeting. Accordingly, if Mr Utting has not been appointed as an Executive Director on or before 30 December 2026, following the appointment of Mr Utting as an Executive Director, the Company will be

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required to seek a fresh Shareholder approval in respect to the issue of Incentive Performance Rights to Mr Utting (and/or his nominee(s)).

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

The issue of the Incentive Performance Rights:

(a) does not fall within any of the exceptions to Listing Rule 10.11 and is therefore conditional upon Shareholder approval (which is being sought pursuant to Resolution 8); and

(b) is conditional upon Mr Utting's appointment as Executive Director.

Resolution 8 is an ordinary resolution.

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

9.2 **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2.

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

9.3 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 7.3.

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

Resolution 8 seeks the required Shareholder approval to issue 7,500,000 Performance Rights to Mr Utting (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

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

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

9.4 **Specific information required by Listing Rule 10.13**

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

(a) the Incentive Performance Rights will be issued to Mr Lewis Utting (and/or his nominee(s)) pursuant to Resolution 8, subject to the appointment of Mr Utting as an Executive Director;

(b) Mr Utting falls within Listing Rule 10.11.1 as he is a Director and therefore a related party of the Company;

(c) the maximum number of Incentive Performance Rights to be issued to Mr Utting (and/or his nominee(s)) is 7,500,000 Performance Rights, approval of which is sought pursuant to Resolution 8;

(d) the Shares issued on exercise of the Incentive Performance Rights will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;

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(e) the terms and conditions of the Incentive Performance Rights are detailed in Schedule 3;

(f) the Incentive Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(g) the issue price of the Incentive Performance Rights will be nil;

(h) the purpose of the issue of the Incentive Performance Rights is to retain and incentivise Mr Utting upon his appointment as an Executive Director and to provide cost effective remuneration to Mr Utting, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Utting;

(i) details of Mr Utting's current remuneration package is as follows:

Director	Cash Salary	Superannuation	Equity based payments	Total
	($)	($)	($)	($)
Lewis Utting	$50,000	-	-	$50,000

(j) the Incentive Performance Rights will be issued pursuant to a short-form subscription letter pursuant to which the Company will agree to issue the Incentive Performance Rights to Mr Utting (and/or his nominee(s)) as part of his engagement as an Executive Director; and

(k) a voting exclusion statement is included in the Notice for Resolution 8.

9.5 **Board Recommendation**

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

10 Resolution 9 – Approval of 10% Placement Facility

10.1 **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 (**15% Placement Capacity**).

In addition to the 15% Placement Capacity in Listing Rule 7.1, Listing Rule 7.1A enables an Eligible Entity (as defined below) to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a market capitalisation equal to or less than $300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately $42,160,000 (based on the number of Shares on issue and the closing price of Shares on the ASX of $0.094 on 19 October 2026). If on the date of the Meeting, the Company's market capitalisation exceeds $300,000,000 or the Company

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has been included in the S&P/ASX 300 Index, then Resolution 9 will no longer be effective and must be withdrawn.

The Company is seeking Shareholder approval to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c)).

If Resolution 9 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to access the 10% Placement Facility 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 under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval of at least 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).

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 9.

10.2 **Listing Rule 7.1A**

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

(b) **Equity Securities**

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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 the date of this Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating 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 10% Placement Period (refer to Section 10.2(f)), the 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:

(A) 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;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing 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

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(II) 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 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing 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 Listing Rule 7.1 or 7.4;

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;

(F) less the number of 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 to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

As at the date of this Notice, the Company has on issue 448,549,039 Shares and therefore has capacity to issue:

(i) 67,282,355 Equity Securities under Listing Rule 7.1; and

(ii) 44,854,903 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated as at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities to be issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

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(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by holders of the Eligible Entity's ordinary securities 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),

(the **10% Placement Period**).

10.3 **Effect of Resolution**

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A, during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

10.4 **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) 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 Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 9 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 below table. There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) 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.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at 19 October 2026.

(d) The table also shows:

(i) 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

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

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Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.047 50% decrease in Issue Price	$0.094 Issue Price	$0.188 100% increase in Issue Price
Current Variable A 448,549,039 Shares	10% Voting Dilution	44,854,903	44,854,903	44,854,903
	Funds raised	$2,108,180	$4,216,361	$8,432,722
50% increase in current Variable A 672,823,559 Shares	10% Voting Dilution	67,282,355	67,282,355	67,282,355
	Funds raised	$3,162,271	$6,324,541	$12,649,083
100% increase in current Variable A 897,098,078 Shares	10% Voting Dilution	89,709,807	89,709,807	89,709,807
	Funds raised	$4,216,361	$8,432,722	$16,865,444

The table has been prepared on the following assumptions:

(iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(iv) No Options or Performance Rights are exercised or converted into Shares before the date of the issue of the Equity Securities.

(v) 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%.

(vi) 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.

(vii) 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.

(viii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(ix) The issue price is A$0.094, being the closing price of the Shares on ASX on 19 October 2026.

(e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that 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).

(f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards the development of the Company's technologies, as well as the continued acquisition and development of new technology to diversify the Company's technology portfolio.

(g) The Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A.4 upon the issue of any Equity Securities.

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(h) 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 subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors, including but not limited to, the following:

(i) 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;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(i) No potential subscribers under the 10% Placement Facility have been determined as at the date of this Notice but, may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(j) The Company has issued Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of the issues are set out in the table below:

Number/Class of Equity Securities issued	**Terms of the securities issued**	**Price and discount to closing market price on the date of issue (if any) or agreement to issue**	**Consideration details**	**Allottees of the Securities**
Issued on 18 August 2026 (ratified at the extraordinary general meeting held on 22 October 2026)				
35,883,923 fully paid ordinary shares	Issue of Shares to new and existing professional and sophisticated investors under a placement announced by the Company on 4 August 2026. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1A. The Shares were fully paid on issue and ranked equally in all aspects with all existing Shares.	Issue price of $0.12 per Share was the closing price on the date of the issue.	Cash consideration of approximately A$4,306,071 Proceeds from the placement have been, and will be, used to accelerate commercialisation of the FJH platform, support PFAS remediation and MXene manufacturing capability and for general working capital.	New and existing professional and sophisticated investors.

(k) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2025 annual general meeting.

(l) A voting exclusion statement is included in this Notice for Resolution 9.

(m) As at the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

10.5 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 9.

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11 Resolution 10 – Replacement of Constitution

11.1 **General**

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 10 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**). The Board has conducted a review of the Company's existing Constitution given the existing Constitution was adopted in 2021 and, having regard to recent developments in corporate governance and current market practice, has resolved that it would be in the best interests of the Company and the Shareholders to repeal its existing Constitution and replace it with the Proposed Constitution as opposed to making multiple amendments to the existing Constitution. The Proposed Constitution does not make any changes to the fundamental rights of Shareholders including in respect to voting rights, transmission rights and dividend entitlements.

Resolution 10 seeks Shareholder approval for the adoption of the Proposed Constitution in accordance with section 136 of the Corporations Act.

Resolution 10 is a special resolution and therefore requires 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 copy of the Proposed Constitution is available for review by Shareholders at the Company's website https://ectltd.com.au/ and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (03) 8630 3321. Shareholders are invited to contact the Company if they have any queries or concerns.

A summary of the Proposed Constitution is detailed in Schedule 4.

The Proposed Constitution will be effective from the close of the Meeting.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 10.

11.2 **Board Recommendation**

The Directors believe that Resolution 10 is in the best interest of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

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Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 10.1.

10% Placement Facility has the meaning given in Section 10.1.

10% Placement Period has the meaning given in Section 10.2(f).

AEDT means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2026.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Environmental Clean Technologies Limited (ACN 009 120 405).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director Performance Rights has the meaning given in Section 7.1.

Director Placement Shares has the meaning given in Section 8.1.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

GST means goods and services tax.

Incentive Performance Rights has the meaning given in Section 9.1.

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

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

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Notice means the notice of meeting which comprises the notice, agenda, Explanatory Memorandum and Proxy Form.

Performance Right means a right to acquire a Share.

Placement has the meaning given in Section 8.1.

Placement Shares has the meaning given in Section 8.1.

Proposed Constitution has the meaning given in Section 11.1.

Proxy Form means the proxy form enclosed with this Notice.

Relevant Interest has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Strike has the meaning given in Section 4.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 8.1.

Tranche 2 Placement Shares has the meaning given in Section 8.1.

VWAP means volume weighted average price.

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Schedule 2

Terms and conditions of Director Performance Rights

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

1 Entitlement

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

2 Vesting Condition and Expiry Date

Tranche	Number	Vesting Conditions	Performance Period	Expiry Date
1	1,000,000	The relevant Director remaining on the Board for at least one year from the date of issue and the Company achieving a Share price of at least $0.15 based on the 10-day VWAP of Shares.	One year from the date of issue.	Two years from the date of issue.
2	1,000,000	The relevant Director remaining on the Board for at least two years from the date of issue and the Company achieving a Share price of at least $0.25 based on the 10-day VWAP of Shares.	Two years from the date of issue.	Three years from the date of issue.
3	750,000	The relevant Director remaining on the Board and the Company achieving a Share price of at least $0.50 based on the 10-day VWAP of Shares.	Two years from the date of issue.	Three years from the date of issue.
4	750,000	The relevant Director remaining on the Board and the Company achieving a Share price of at least $1.00 based on the 10-day VWAP of Shares.	Three years from the date of issue.	Four years from the date of issue.

If the relevant Vesting Condition is not satisfied on or before the end of the applicable Performance Period, the relevant tranche of the Director Performance Rights will automatically lapse and be cancelled.

3 Redemption Period

Each vested Director Performance Rights may be redeemed for a Share commencing on the date the applicable Vesting Condition is satisfied and ending on the Expiry Date (**Redemption Period**), in accordance with clause 4 below.

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

4 Notice of Redemption of vested Director Performance Rights

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

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5 Timing of issue of Shares and quotation

Within five business days after the later of the following:

(a) receipt by the Company of a Notice of Redemption given in accordance with clause 4; and

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

the Company will:

(c) allot and issue the Shares pursuant to the vesting of the Director Performance Rights;

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

(e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Director Performance Rights.

6 Shares issued

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

7 Adjustment for bonus issue of Shares

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

8 Adjustment for reorganisation

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

9 Adjustment for pro rata issue of Shares

If during the term of any Director Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, a Holder is not entitled to participate in the rights issue in respect of any Director Performance Rights, but may participate in respect of Shares issued on redemption of vested Director Performance Rights.

10 Change of control

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

(a) a bona fide takeover bid under Chapter 6 of the Corporations Act being made in respect of the Shares:

(i) is announced by the Company;

(ii) has become unconditional; and

(iii) the person making the takeover bid has a Relevant Interest in fifty percent (50%) or more of the Shares;

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(b) the Company announcing that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding by way of a scheme of arrangement for the purposes of a corporate restructure (including a change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement; or

(c) any person acquiring a relevant interest (as defined in the Corporations Act) in fifty and one-tenths percent (50.1%) or more of the issued Shares,

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

11 Quotation

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

12 Not property

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

13 Transferability

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

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Schedule 3

Terms and conditions of Incentive Performance Rights

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

1 Entitlement

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

2 Vesting Condition and Expiry Date

Tranche	Number	Vesting Conditions	Performance Period	Expiry Date
1	3,750,000	The Company achieving a Share price of at least $0.30 based on the 20-day VWAP of Shares.	One year from the date of issue.	Two years from the date of issue.
2	3,750,000	The Company achieving a Share price of at least $0.50 based on the 20-day VWAP of Shares.	Two years from the date of issue.	Three years from the date of issue.

If the relevant Vesting Condition is not satisfied on or before the end of the applicable Performance Period, the relevant tranche of the Incentive Performance Rights will automatically lapse and be cancelled.

3 Redemption Period

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

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

4 Notice of Redemption of vested Incentive Performance Rights

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

5 Timing of issue of Shares and quotation

Within five business days after the later of the following:

(a) receipt by the Company of a Notice of Redemption given in accordance with clause 4; and

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

the Company will:

(c) allot and issue the Shares pursuant to the vesting of the Incentive Performance Rights;

(d) as soon as reasonably practicable and if required, give ASX notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such

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things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Incentive Performance Rights.

6 Shares issued

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

7 Adjustment for bonus issue of Shares

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

8 Adjustment for reorganisation

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

9 Adjustment for pro rata issue of Shares

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

10 Change of control

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

(a) a bona fide takeover bid under Chapter 6 of the Corporations Act being made in respect to the Shares:

(i) is announced by the Company;

(ii) has become unconditional; and

(iii) the person making the takeover bid has a Relevant Interest in fifty percent (50%) or more of the Shares;

(b) the Company announcing that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding by way of a scheme of arrangement for the purposes of a corporate restructure (including a change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement; or

(c) any person acquiring a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares,

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

11 Quotation

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

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12 Not property

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

13 Transferability

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

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Schedule 4

Summary of Proposed Constitution

1 Shares

The issue of Shares by the Company is under the control of the Directors, subject to the Corporations Act, Listing Rules and any rights attached to any special class of Shares.

2 Preference Shares

The Corporations Act requires certain rights of preference shares to be either set out in the constitution or approved in general meeting by special resolution before preference shares are issued.

The Proposed Constitution sets out a framework of rights for preference share issues from which the Board can determine to issue preference shares, without the need to obtain further Shareholder approval every time an allotment of preference shares is proposed. The Proposed Constitution sets out specific rights of preference shares as to the repayment of capital, requirements for redemption (if the preference shares are redeemable), participation in surplus assets and profits, voting rights and priority of payment of capital and dividends. Other specific terms, including the dividend amount, the redemption date (if applicable) and redemption amount (if applicable), would be set by the issuing resolution of the Directors.

3 Reductions of Capital

The Proposed Constitution permits the Company to reduce its share capital subject to the requirements of the Corporations Act and the Listing Rules.

4 Liens

If the Company issues partly paid shares and a call made on those shares is unpaid, the Company will have a lien over the shares on which the call is unpaid. The lien may be enforced by a sale of those shares. The Proposed Constitution details the powers of the Company in relation to calls, company payments, forfeiture and liens.

5 Transfer of Shares

The Company may participate in any clearing and settlement facility under the Corporations Act, the Listing Rules and the ASX Settlement Operating Rules of ASX Settlement Pty Ltd (**ASX Settlement**). Transfers through ASX Settlement are effected electronically through the Clearing House Electronic Subregister System (**CHESS**). The Company does not issue share certificates unless the Directors determine otherwise or unless required under applicable law. The Company must issue holding statements as required by applicable law. The Company does not charge a fee for registering transfer of Shares except as permitted under applicable law. The Directors may refuse to register a transfer of Shares in the circumstances permitted or required under the Corporations Act and Listing Rules.

6 **Proportional Takeovers**

A proportional takeover bid is one in which the bidder offers to buy a specified proportion of each Shareholder's shares.

The Proposed Constitution requires approval of a proportional takeover bid by more than 50% of the votes cast by voters entitled to vote on the approval resolution, excluding the bidder and its associates. Approval is deemed to have been given if the resolution has not been voted on by the end of the fourteenth day before the last day of the bid period. Subject to the Listing Rules and ASX Settlement Operating Rules, the Directors must refuse to register a transfer of Shares made in acceptance of the bid unless approval has been obtained or is deemed to have been given.

A proportional takeover bid may result in a change of control of the Company without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The proportional takeover provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

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As at the date of the Notice, none of the Directors is aware of any proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

While the previous proportional takeover provisions were in effect under the Constitution, no takeover bids for the Company were, or had been made, either proportional or otherwise. Accordingly, no actual advantages and disadvantages of the previous proportional takeover provisions, for the Shareholders or the Directors could be reviewed. Further, the Directors are not aware of any potential takeover bid that was discouraged by the inclusion of the proportional takeover provisions under the Constitution.

The Board considers that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

(b) assisting in preventing Shareholders from being locked in as a minority;

(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

(a) proportional takeover bids may be discouraged;

(b) lost opportunity to sell a portion of their Shares at a premium; and

(c) the likelihood of a proportional takeover bid succeeding may be reduced.

7 Alterations of share capital

The Company may, by ordinary resolution, convert all or any of its Shares into a larger or smaller number of Shares. Shares may be cancelled subject to the Corporations Act and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act and the Listing Rules.

If a reduction of capital occurs by way of a distribution of shares or other securities in another body, Shareholders:

(a) are deemed to have agreed to be members of, and bound by the constitution of that body corporate;

(b) appoint the Company and its directors to execute any transfers to give effect to the distribution of shares or other securities; and

(c) any binding instructions or notification given to the Company are deemed to be binding instructions or notifications to the other body corporate.

The Company may instead make a cash payment or transfer of the shares or other securities to a trustee or nominee for sale on behalf of the relevant Shareholder, at that Shareholder's risk and expense, and distribute the net proceeds if the distribution would be illegal, give rise to unmarketable parcels or be unreasonable having regard to the number or value of the securities or the legal requirements for distributions to Shareholders in particular overseas jurisdictions, or if the relevant Shareholder agrees.

8 Buy backs

Subject to the Corporations Act and the Listing Rules, the Company may buy back shares in itself on terms and at such times determined by the Directors.

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9 Disposal of less than a marketable parcel

The Proposed Constitution contains provisions enabling the Company to procure the disposal of Shares where the Shareholder holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than $500). The Company must give the relevant Shareholder notice and at least 42 days to elect not to have their Shares sold. This power may be exercised only once in any 12-month period and lapses on the announcement of a takeover bid but may be exercised again after the bid closes.

10 Variation of class rights

Class rights attaching to a particular class of shares may be varied or cancelled with the written consent of 75% of holders in that class, by a special resolution passed at a meeting of the holders in that class or by a special resolution of the Company.

11 Meetings of Shareholders

The Directors may call a meeting of Shareholders whenever they think fit. Shareholders may call as meeting as provided by the Corporations Act. The Proposed Constitution contains provisions prescribing the content requirements of notices of meeting of Shareholders. All Shareholders are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio visual communication devices. A quorum is two eligible Shareholders present (including virtually) who are entitled to vote.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

12 Virtual Meetings

A meeting of Shareholders may be held virtually using any technology that gives Shareholders as a whole a reasonable opportunity to participate in the meeting.

13 Voting of Shareholders

Subject to the requirements under the Corporations Act and the Listing Rules, resolutions of Shareholders will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. On a poll each eligible Shareholder has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined based on the amount paid up on that share.

14 Direct Voting

The Directors may determine that Shareholders may cast votes to which they are entitled on any or all of the resolutions (including any special resolutions) proposed to be considered at, and specified in the notice convening, a meeting of Shareholders, by direct vote. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the directors, the notice of meeting will include information on the application of direct voting.

15 Proxies

An eligible Shareholder may appoint an individual or corporation as a proxy to attend and vote on the Shareholder's behalf. A Shareholder entitled to cast two or more votes may appoint two proxies. A Shareholder may appoint an individual or corporation to act as its representative. Proxy documents must be received by the Company 48 hours before the meeting.

16 **Directors**

The minimum number of Directors is three and no maximum number is specified, unless amended by the Company in a general meeting. The Directors may at any time appoint any person as a Director. Any such Director must retire at the next annual general meeting unless that Director has retired at an earlier meeting of Shareholders. No Director, other than the Managing Director, may hold office longer than the later of the third annual general meeting or three years after the last election. One-third of the

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Directors must retire at each annual general meeting (excluding any Director appointed as casual vacancy and required to retire at the annual general meeting).

17 Powers of Directors

The business of the Company is to be managed by or under the direction of the Directors.

18 Remuneration of Directors

The Company may pay the non-executive Directors a maximum of the total amount determined by Shareholders in a general meeting. The fees must not be paid by way of commission on, or percentage of, profits or operating revenue.

The remuneration of executive Directors will be subject to the provisions of any contract between each of the executive Directors and the Company. The remuneration of executive Directors may be by way of commission on, or percentage of, profits of the Company but must not be by way of commission on, or percentage of, operating revenue.

19 Execution of documents

In accordance with the Corporations Act, the constitution provides for execution of documents by the Company without the use of the Company's common seal.

20 Notice to Shareholders

Notices may be given to Shareholders in person, by post, fax, email or electronic means, by written notification identifying access to the notice or by any other means permitted by the Corporations Act.

21 Dividends

The Directors may fix the amount, the time for payment and the method of payment of a dividend. Subject to any special rights attaching to shares (such as preference shares), dividends will be paid proportionately.

The Company is not required to pay any interest on dividends.

22 Indemnities and Insurance

To the extent permitted by law, the Company indemnifies all current and previous Directors against any liability incurred by that Director in his or her capacity as a Director or secretary. A similar indemnity is provided in respect of legal proceedings. The Company may also pay the premiums on directors' and officers' liability insurance.

23 Restricted Securities

Restricted securities must not be disposed of, and the Company must not register a transfer, except as permitted by the Listing Rules or ASX. Restricted securities in a quoted class must be held on the issuer sponsored subregister and subject to a holding lock. The Proposed Constitution otherwise complies with Listing Rule 15.12.

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Environmental Clean Technologies Limited
ACN 009 120 405

XCEND
INVESTOR SUPPORT
www.xcend.co
+61 (2) 8591 8509
meetings@xcend.co

Your Annual General Meeting Proxy Form

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Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 30 November 2026 at 4:00pm (AEDT)
Location	Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: Environmental Clean Technologies Limited
Enter HIN/SRN:
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Saturday, 28 November 2026 at 4:00pm (AEDT)
(48 hours before the meeting)

SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - Environmental Clean Technologies Limited
Annual General Meeting November 2026

Appointment of Proxy

I/We, being member(s) of Environmental Clean Technologies Limited ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Monday, 30 November 2026 at 4:00pm (AEDT) at Suite 1, Level 6, 350 Collins Street, Melbourne VIC 3000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolutions 1, 4, 5 and 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Remuneration Report			
2	Re-election of Mr Faldi Ismail as Director			
3	Re-election of Mr Jefferson Harcourt as Director			
4	Issue of Director Performance Rights to Mr Lewis Utting			
5	Issue of Director Performance Rights to Mr Jon Gourlay			
6	Issue of Director Placement Shares to Mr Lewis Utting			
7	Issue of Director Placement Shares to Mr Jon Gourlay			
8	Issue of Incentive Performance Rights to Mr Lewis Utting			
9	Approval of 10% Placement Facility			
10	Replacement of Constitution			

Please Sign and Return

*** This section must be completed.**

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

For personal use only