



**ENVIRONMENTAL CLEAN
TECHNOLOGIES LIMITED**

Notice of 2020 Annual General Meeting

15 January 2021

TO BE HELD VIA ONLINE VIRTUAL MEETING:

At 10:00 am on Friday, 15 January 2021

TO BE VALID, THE PROXY FORM FOR USE AT THE MEETING MUST BE COMPLETED AND RETURNED NO LATER THAN 10:00 AM (AEDT) ON WEDNESDAY, 13 JANUARY 2021.

IMPORTANT

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your legal, financial or other professional adviser immediately.

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A Proxy Form is available online via the share registry using your personal login details. If you do not have login details, please visit www.investor.automic.com.au and register to access your ECT holding, download relevant forms and vote online.



Notice of Annual General Meeting

The Annual General Meeting of Environmental Clean Technologies Limited (ACN 009 120 405) will be held as a virtual online meeting on Friday 15 January 2021 at 10:00 am, Melbourne time.

AGENDA

ORDINARY BUSINESS

1. Annual Financial Report

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2020 and the related Directors' Report, Directors' Declaration and Auditor's Report.

2. Resolution 1- Remuneration Report

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

"That, for the purposes of section 250R of the Corporations Act 2001 (Cth), the Remuneration Report for the Company for the financial year ended 30 June 2020 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

As required by the Corporations Act and ASX Listing Rules, the Company will disregard any votes cast on this Resolution 1 by a Director or other Key Management Personnel of the Company whose remuneration is included in the 2020 Remuneration Report for the Company and any of their Closely Related Parties.

However, a Director, a Key Management Personnel or their Closely Related Parties may cast a vote on this Resolution 1 if:

1. the person is acting as proxy for a person who is entitled to vote and the proxy form specifies how the proxy is to vote; or
2. the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Change of Auditor

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

"Noting that the Australian Securities & Investments Commission has provided its consent for the previous auditor, BDO East Coast Partnership to resign as auditor of the Company as at the date of the Meeting, to appoint BDO Audit Pty Ltd, having consented in writing and been



duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, as Auditor of the Company”.

4. Resolution 3 - Election of Hon Neil O’Keefe

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

“That Neil O’Keefe, who was appointed as a director since the last Annual General Meeting in accordance with clauses 13.4 and 17.1 of the Constitution be re-elected as a Director of the Company.”

5. Resolution 4 - Re-election of Mr Ashley Moore

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

“That Ashley Moore, who retires in accordance with clause 13.2 of the Constitution, being eligible for re-election, be re-elected as a Director of the Company.”

6. Resolution 5 – Approval of the issue of new shares to Directors, partially in lieu of Directors’ fees

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

“That in accordance with Listing Rule 10.11.1 and for the purposes of Listing Rule 7.2 Exception 14 and all other purposes, approval be granted for the allotment of 100,000,000 shares to Directors as detailed in the Explanatory Memorandum.”

Voting exclusion statement

Per Listing Rule 14.11, the Company will disregard votes in favour of this resolution by a person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue except a benefit solely in a capacity of a holder of ordinary securities if this resolution is passed and any associate of those persons.

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

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



7. Resolution 6 – Approval of the issue of shares and options, which will be held as security by an Equity Lending Facility (ELF) loan, to LJ & K Thomson Pty Ltd or nominee(s)

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

“That, for all purposes, including for the purposes of section 260B of the Corporations Act 2001 (Cth), approval be given for any financial assistance (via an ELF Loan) to be provided by the Company’s wholly owned subsidiary, ECT Finance Limited, and/or the Company, in the acquisition of shares and options for shares, in the Company by LJ & K Thompson Pty Ltd (or its nominee) as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 191,796,083 new shares (ECT) and 260,000,000 new options (ECTO) to LJ & K Thomson Pty Ltd or its nominee(s), on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting exclusion statement

Per Listing Rule 14.11, the Company will disregard votes in favour of this resolution by a person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue except a benefit solely in a capacity of a holder of ordinary securities if this resolution is passed and any associate of those persons.

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

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

8. Resolution 7 – Approval of the issue of shares and options, which will be held as security by an ELF loan, to Challenge Bricks and Roofing Pty Ltd or nominee(s)

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

“That, for all purposes, including for the purposes of section 260B of the Corporations Act 2001 (Cth), approval be given for any financial assistance (via an ELF Loan) to be provided by the



Company's wholly owned subsidiary, ECT Finance Limited, and/or the Company, in the acquisition of shares and options for shares, in the Company by Challenge Bricks and Roofing Pty Ltd (or its nominee) as described in the Explanatory Memorandum accompanying this Notice of Meeting."

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 191,796,083 new shares (ECT) and 260,000,000 new options (ECTO) to Challenge Bricks and Roofing Pty Ltd or its nominee(s), on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement

Per Listing Rule 14.11, the Company will disregard votes in favour of this resolution by a person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue except a benefit solely in a capacity of a holder of ordinary securities if this resolution is passed and any associate of those persons.

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

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

9. OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.



Explanatory Memorandum

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. A Glossary of terms used in this Notice of Annual General Meeting and Explanatory Memorandum is contained in the Explanatory Memorandum.

How to participate in the 2020 virtual AGM

Note: Further information can be found in the Virtual Meeting Online Guide, which has been lodged with the ASX and posted on our website at <https://www.ecltld.com.au/news-investor-relations/agm2020/>.

Watch and participate live online

Shareholders and proxyholders can register to watch, vote, make comments and ask questions during the virtual AGM.

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

Registration

You will need to register to participate in our virtual AGM.

The registration link is available on our website: <https://www.ecltld.com.au/news-investor-relations/agm2020/>.

When you register for access, you will need to provide your details (including SRN/HIN) to be verified as a shareholder.

Registration closes at 7pm (AEDT) on Wednesday 13 January 2021.

A link to join the meeting will be emailed to all registered shareholders by Thursday 14 January 2021.

We encourage registered shareholders and proxyholders to login at 9:45am (AEDT) on Friday 15 January 2021 to ensure they are ready prior to the scheduled meeting start time of 10:00am.

NOTES REGARDING PROXIES AND VOTING

Voting entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the Meeting will be as it appears in the share register at 7:00 pm on Wednesday, 13 January 2021. Accordingly, only those persons will be entitled to attend and vote at the Meeting.



Important voting information

Direct voting – prior to the Meeting

You may vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy.

Shareholders can cast their direct vote or appoint a proxy online at www.investor.automic.com.au or by following the instructions on the Proxy Form. These must be submitted by no later than 10:00am (AEDT) on Wednesday, 13 January 2021 to be valid.

If you cast a direct vote prior to the meeting you may still attend the virtual meeting. If you attend the meeting, the Chairman has determined that your direct vote will not be cancelled unless you cast a live vote during the meeting.

Live voting online – during the AGM

You will be able to live vote in real-time during the meeting when invited by the Chairman. You will be able to vote for, against or abstain on each item through the online platform.

Shareholders who are unable to participate in the virtual AGM are encouraged to cast a direct vote prior to the meeting or, alternatively, to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Even if you plan to attend the virtual meeting, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

The Proxy Form is available in your online investor portal via our share registry:
www.investor.automic.com.au.

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

The Chairperson intends to vote undirected proxies in favour of all Resolutions. If you want the Chairman to vote as your proxy but to vote otherwise you need to indicate your voting directions by marking the relevant boxes on the Proxy form. However, the Chairman of the meeting is not permitted to vote an undirected proxy on Resolution 1, unless the proxy expressly authorises the Chairman to vote the proxy on such Resolution even if it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

In respect of Resolution 1, if the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on that Resolution, by signing and returning the Proxy Form, the shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.



Appointing a proxy

A Proxy Form accompanies the Notice of Meeting and is available through the share registry.

You will need to log in to www.investor.automic.com.au to access your Proxy form.

If you have not previously registered to access your holdings online, you will be prompted to do so. If you have any issues registering or accessing your holdings online, please contact Automic Registry Services via the contact details below.

Once logged in you can download your Proxy Form or simply vote online.

The Proxy Form contains important information and other instructions, which you should carefully read.

A shareholder who is entitled to attend and vote at the Meeting has the right to appoint a proxy to attend and vote on his or her behalf. The proxy need not be a shareholder of the Company.

A shareholder who is entitled to cast 2 or more votes may appoint not more than 2 proxies to attend and vote at the Meeting and may specify the proportion or number of votes each proxy is appointed to exercise. If you want to appoint 2 proxies, an additional proxy form will be supplied by the Company's share registry, Automic Pty Ltd, on request by contacting them directly. Contact details for Automic Pty Ltd are shown below. Where 2 proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. Otherwise, each proxy may exercise half of the votes (disregarding fractions).

Proxy Forms must be signed by a shareholder or the shareholder's attorney or, if the shareholder is a corporation, must be signed by 2 directors or by a director and a secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of shares (e.g. an attorney), then the relevant authority (e.g. in the case of proxy forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

Please read the instructions and other information on the Proxy Form.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by Environmental Clean Technologies' share registry by 10:00 AM (AEST) on Wednesday, 15 January 2021.



Proxy Forms may be lodged by posting, delivery or facsimile to the Company's share registry as follows:

Automic Registry Services

Postal Address: GPO Box 5193
Sydney NSW 2001

Street Address: Level 5
126 Phillip Street
Sydney, NSW, Australia 2000

Telephone: 1300 288 664
+61 2 9698 5414

Email meetings@automic.com.au

Corporate shareholders

A shareholder which is a body corporate and which is entitled to attend and vote at the Meeting, or a proxy which is a body corporate and which is appointed by a shareholder entitled to attend and vote at the Meeting, may appoint a person to act as its representative in accordance with section 250D of the Corporations Act. The representative must present satisfactory evidence that they are authorised to act as the company's representative prior to registering to attend the virtual Meeting. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

You may download the form to appoint a Corporate Representative once you are logged in to your Automic account.

Questions from shareholders

As in prior years, shareholders are also able to submit written questions to the company or auditor in advance of the meeting. Questions may be submitted online at <https://www.ecltld.com.au/news-investor-relations/2020-annual-general-meeting/>. Questions should be submitted no later than 7pm (AEDT) on Wednesday 13 January 2021.

We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxyholders will be given an opportunity to ask questions in real-time via the Zoom application.

Please note that written questions to the Auditor must be received no later than 5 business days before the Meeting, being Friday, 8 January 2021:

Post or email your question to the Auditor at:

Environmental Clean Technologies Limited
PO Box 482
South Yarra, Vic, 3141 Australia

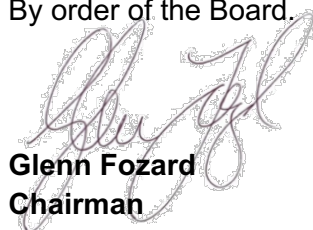
Email: info@ecltld.com.au
Telephone: +61 (0) 3 9849 6203
Attention: Company Secretary



Questions to the Company should relate to matters that are relevant to the Meeting, including matters arising from the 2020 Annual Report and general questions regarding the Company's management or performance. Written questions to the Auditor should relate to the conduct of the audit or the content of the Auditor's Report.

The Company is required by law to forward all questions to the Auditor, from which the Auditor is required to prepare a list of those questions that are considered to be relevant to the conduct of the audit or the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions. The list of questions prepared by the Auditor will be available on the Company's website, www.ectltd.com.au prior to the Meeting.

By order of the Board.



Glenn Fozard
Chairman

9 December 2020



Explanatory Memorandum

This Explanatory Memorandum (which is included in, and forms part of, the Notice of Annual General Meeting) is provided to shareholders to explain the Resolutions to be put to shareholders at the Annual General Meeting and to assist shareholders to determine how they wish to vote on the Resolutions.

The Annual General Meeting will be held as a virtual meeting on Friday, 15 January 2021 at 10:00 AM, Melbourne time.

1. Annual Financial Report

The full year results for the Company are available in the 2020 Annual Report sent to those shareholders who elected to receive the Annual Report or online at www.ectltd.com.au. Any relevant announcements made by the Company after the date of the 2020 Annual Report will be available on the Company's website at www.ectltd.com.au.

The Corporations Act and the Company's Constitution require the following reports in respect of the financial year of the Company ended on 30 June 2020 to be presented to the Meeting:

- the Financial Report (which includes the Financial Statements and Directors' declaration);
- the Directors' Report (which includes the Remuneration Report); and
- the Auditor's Report.

Except for the non-binding advisory resolution in respect of the Remuneration Report (refer to Resolution 1 below), there is no requirement in the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Meeting to ask questions about or make comments on the management or performance of the Company.

The Auditor of the Company is required to attend the Meeting and will be available to take shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the 2020 financial statements of the Company and the independence of the Auditor in relation to the conduct of the audit. The Auditor will also be allowed a reasonable opportunity to answer written questions submitted in accordance with the process described previously.

2. Resolution 1 - Adoption of Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 is set out in the Directors' Report (included in the 2020 Annual Report) (**Remuneration Report**).

In compliance with section 300A of the Corporations Act, the Remuneration Report sets out the Company's policy for determining the nature and amount of remuneration for the Directors and specified executive officers of the Company. The Board has a policy of ensuring that



remuneration paid to Directors and management is market competitive while at the same time aligned to the achievement of strategic objectives and the creation of value for shareholders.

Section 250R of the Corporations Act requires a resolution in relation to the Remuneration Report to be included in the business of the Meeting, so that shareholders have opportunity to comment and ask questions on the content of the Remuneration Report and exercise a vote for its adoption. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The vote on Resolution 1 will, in the first instance, be determined by a show of hands as required by clause 12.12 of the Constitution. In the case of a virtual meeting, voting is performed electronically via the Zoom application, and has the same effect as a show of hands. However, if there is any doubt regarding the outcome of the voting, the Chairman of the Meeting will demand a poll for Resolution 1 so that the votes for and against the Resolution can be accurately determined. If a poll is required, it will be held towards the end of the Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

3. Resolution 2 – Change of Auditor

On 17 December 2019 the Company announced a change of Auditor.

Incumbent auditor at the time, BDO East Coast Partnership, was restructuring its audit practice whereby all audits would subsequently be conducted by BDO Audit Pty Ltd, an authorised audit company.

BDO East Coast Partnership has received consent from the Australian Securities and Investments Commission (ASIC) to resign as auditor of the Company.

The Corporations Act requires the Company to obtain the approval of shareholders for the appointment of BDO Audit Pty Ltd as auditor of the Company.

In accordance with section 328B of the Corporations Act, LJ & K Thomson Pty Ltd ATF LJT & KT Superannuation





Fund, a shareholder of the Company, has nominated BDO Audit Pty Ltd for appointment as auditor of the Company. A copy of the nomination is reproduced (right).

BDO Audit Pty Ltd has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent.

Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of Resolution 2.

4. Resolution 3 – Re-election of Hon. Neil O’Keefe (Non-executive Director)

Clauses 13.4 and 17.1 of the Company's Constitution provides that the Board may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election.

Neil O’Keefe was appointed as a Director by the Board on 9 December 2020 and being eligible, offers himself for re-election at the meeting.

Neil has a unique background, which includes 45 years of public and private sector experience including 17 years as a highly regarded Federal MP from 1984 until 2001.

An Economics Graduate from La Trobe University, Neil has local, state, national and international experience in capital and finance, infrastructure, transport, trade, media, water, energy, telecommunications, agriculture and resources.

As Chairman of the Federal Government Transport Policy Committee and later as Parliamentary Secretary for Transport, Neil had a pivotal role in the reform and modernising of the Australian transport system from 1990 to 1996. He was also Deputy Chair of the Joint Party Committee for Defence, Foreign Affairs & Trade.

The Maddingley Brown Coal Mine at Bacchus Marsh was part of Neil's electorate and he took a keen interest in encouraging the development of the emerging Coldry and Matmor technologies, assisting with early grant funding.

Following his retirement from federal parliament, Neil held several roles:

- Chair – \$100M Melbourne Showgrounds redevelopment project (2003)
- Director – Western Bulldogs Football Club
- Independent Director – Water for Rivers (joint Vic Fed agency that administer the Murray and Snowy rivers, appointed by former Prime Minister, John Howard)
- Chair – Centre of Public Infrastructure, Melbourne University
- Chair – Victorian Motorcycle Advisory Council
- Chair – Continuous Grass; innovative process for the hydroponic production of livestock feed

Neil is a founding shareholder of ECT and currently holds ~870,000 shares in the Company.

Recommendation

The Board (other than Hon Neil O’Keefe) recommends that Shareholders vote **IN FAVOUR** of Resolution 3.



5. Resolution 4 – Re-election of Mr Ashley Moore (Executive Director)

Mr Moore, who was appointed as a director by the Board on 11 September 2019 and re-elected at the 2019 AGM and being eligible, offers himself for re-election at the meeting.

Ashley Moore is the Group Chief Engineer and has previously held the position of Managing Director for ECT and Chairman-Managing Director for the group's India subsidiary over the past 6 years.

The Board (other than Mr Ashley Moore) recommends that shareholders vote **IN FAVOUR** of Resolution 4.

6. Resolution 5 – Approval of issue of new shares to Directors, partially in lieu of Directors fees

ASX Listing Rule 10.11 – Approval required for certain issue of securities

Subject to a number of exceptions, ASX Listing Rule 10.1 requires an entity to seek and receive shareholder approval prior to issuing securities to certain persons.

Specifically related to this resolution, Listing Rule 10.11.1 requires shareholder approval prior to issuing shares to a related party.

This resolution seeks approval to issue shares in lieu of a portion of directors' fees, as follows:

Director	Status	Director Remuneration	Shares	Cash
Glenn Fozard	Executive Chairman	\$50,000	25,000,000	\$25,000
Ashley Moore	Executive Director	\$50,000	25,000,000	\$25,000
Jim Blackburn	Non-executive Director	\$50,000	25,000,000	\$25,000
Neil O'Keefe	Non-executive Director	\$50,000	25,000,000	\$25,000

The Company intends to issue 100 million shares at a nominal value of \$0.001 per share within one month following this meeting, to be held in escrow and released to directors quarterly in arrears.

Listing Rule 7.2 exception 14 states that the shares approved under this resolution will not count toward the 15% headroom provided under Listing Rule 7.1.

The approval of this resolution will have the effect of preserving \$100,000 cash.

If resolution 5 is not approved by shareholders, the Directors will receive fees as cash payments.



Information required for Shareholder approval

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to each recipient:

Listing Rule	Requirement	Detail
10.13.1	The name of the person	Mr Glenn Fozard
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Rule 10.11.1, related party; director
10.13.3	The number and class of securities to be issued to the person	25,000,000
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Fully paid ordinary shares
10.13.5	The date or dates, on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within 1 month of the meeting
10.13.6	The price or other consideration the entity will receive for the issue	Nil
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue	Remuneration in lieu of cash
10.13.8	If the person is: <ul style="list-style-type: none"> • A director and therefore a related party under 10.11.1; or • An associate of, or person connected with, a director under rules 10.11.4 or 10.14.5 and the issue is intended to remunerate or incentivise the director, details (including the amount) of the directors' current total remuneration package 	Directors' fees of \$50,000 per annum Executive contract of \$100/hr capped at 175 hours per month
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement	NA
10.13.10	A voting exclusion statement	A voting exclusion statement is included in the Notice of Annual General Meeting

Listing Rule	Requirement	Detail
10.13.1	The name of the person	Mr Ashley Moore
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Rule 10.11.1, related party; director
10.13.3	The number and class of securities to be issued to the person	25,000,000
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Fully paid ordinary shares
10.13.5	The date or dates, on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within 1 month of the meeting
10.13.6	The price or other consideration the entity will receive for the issue	Nil
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue	Remuneration in lieu of cash



10.13.8	If the person is: <ul style="list-style-type: none"> • A director and therefore a related party under 10.11.1; or • An associate of, or person connected with, a director under rules 10.11.4 or 10.14.5 and the issue is intended to remunerate or incentivise the director, details (including the amount) of the directors' current total remuneration package 	Directors fees of \$50,000 per annum Executive contract of \$100/hr capped at 175 hours per month
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement	NA
10.13.10	A voting exclusion statement	A voting exclusion statement is included in the Notice of Annual General Meeting

Listing Rule	Requirement	Detail
10.13.1	The name of the person	Mr Jim Blackburn
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Rule 10.11.1, related party; director
10.13.3	The number and class of securities to be issued to the person	25,000,000
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Fully paid ordinary shares
10.13.5	The date or dates, on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within 1 month of the meeting
10.13.6	The price or other consideration the entity will receive for the issue	Nil
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue	Remuneration in lieu of cash
10.13.8	If the person is: <ul style="list-style-type: none"> • A director and therefore a related party under 10.11.1; or • An associate of, or person connected with, a director under rules 10.11.4 or 10.14.5 and the issue is intended to remunerate or incentivise the director, details (including the amount) of the directors' current total remuneration package 	Directors' fees of \$50,000 per annum
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement	NA
10.13.10	A voting exclusion statement	A voting exclusion statement is included in the Notice of Annual General Meeting



Listing Rule	Requirement	Detail
10.13.1	The name of the person	Mr Neil O'Keefe
10.13.2	Which category in rules 10.11.1 – 10.11.5 the person falls within and why	Rule 10.11.1, related party; director
10.13.3	The number and class of securities to be issued to the person	25,000,000
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Fully paid ordinary shares
10.13.5	The date or dates, on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within 1 month of the meeting
10.13.6	The price or other consideration the entity will receive for the issue	Nil
10.13.7	The purpose of the issue, including the intended use of any funds raised by the issue	Remuneration in lieu of cash
10.13.8	If the person is: <ul style="list-style-type: none">• A director and therefore a related party under 10.11.1; or• An associate of, or person connected with, a director under rules 10.11.4 or 10.14.5 and the issue is intended to remunerate or incentivise the director, details (including the amount) of the directors' current total remuneration package	Directors' fees of \$50,000 per annum
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement	NA
10.13.10	A voting exclusion statement	A voting exclusion statement is included in the Notice of Annual General Meeting

Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

7. Resolution's 6 & 7 – Approval of the issue of ELF shares and options to various parties

Background

On 6 December 2019 the Company issued a prospectus for a non-renounceable rights issue to raise up to \$4.8M (the '2019 NRRI'). As part of that offer, lenders (each a 'Lender') to the Company agreed to participate to the full extent of their loans to the Company on the same terms as other shareholders, effectively repaying the loans owed by the Company to the lenders.

In addition, the Company agreed (subject to shareholder approval) to the acquisition by the lenders of 1,300,000,000 new fully paid ordinary shares, with 520,000,000 free attached options ('ECTOE') financed by the issuance of an Equity Lending Facility (ELF) secured loan by the Company's wholly owned subsidiary, ECT Financed Limited (the 'NRRI ELF'); the



subject of resolutions 6 & 7. This proposed acquisition is in part consideration for the lenders agreeing to accept equity as full repayment of their loans as outlined in the 2019 NRR prospectus, which was of considerable benefit to the Company.

Separately, in August 2017 ECT Finance Limited provided an equity lending facility ('2017 ELF') to option holders to exercise their ESIOA and ESIOB options. The loans were on commercial terms, with recourse limited to the underlying shares issued upon exercise of the options via the loan. The '2017 ELF' expired in August 2020. Where borrowers made partial principal payments the Company approved the release of secured shares proportionate to those principal payments, being 19,638,480. Under the limited recourse provisions of the '2017 ELF', the remaining balance of 916,407,834 shares secured under the Loan Agreement were forfeited by the borrowers in exchange for releasing them from the ELF debt.

Of the 1,300,000,000 new fully paid ordinary shares proposed to be issued under resolutions 6 & 7, 916,407,834 will be allocated from existing shares forfeited under the '2017 ELF', with the remaining 383,592,166 to be issued as new shares. The 520,000,000 ECTOE options will also be newly issued.

These share and option acquisitions would be funded by way of a new Equity Lending Facility ('NRR ELF') from the Company's wholly owned subsidiary, ECT Finance Limited, to lend funds for the purposes of acquiring shares in the Company at \$0.001 per share with 2 free attached options for every 5 shares acquired.

For clarity, the former 'lenders' to the Company under the terminology of the prospectus would become 'borrowers', under the proposed 'NRR ELF'.

ECT Finance Limited's ordinary business includes providing finance and taking security for that finance. The ELF loans will have a 2-year term, be secured over the shares and options, be limited recourse and bear interest at 11.95% per annum, capitalised monthly in arrears.

ECT Finance Limited is funded by a loan facility from the Company.

On provision by ECT Finance Limited of the ELF and given that ECT Finance Limited is funded by the Company, these transactions may constitute the provision of financial assistance under section 260A of the Corporations Act by the Company. The Company may, and proposes to, provide the financial assistance with shareholder approval.

The 'borrowers' have elected to take up the offer, subject to shareholder approval.

Restrictions on companies giving financial assistance

Resolution's 6 & 7 seek shareholder approval for the purpose of complying with section 260A of the Corporations Act.

Under this section, a company may financially assist a person to acquire shares in the company or in a holding company of the company, if giving the assistance:

- (1) does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors; or



- (2) the assistance is approved by shareholders under section 260B (that section also requires advance notice to the Australian Securities & Investments Commission); or
- (3) if the assistance is exempted under section 260C.

The Company is seeking that for the purposes of section 260B of the Corporations Act, approval by the shareholders be given for the financial assistance to be provided by the Company's wholly owned subsidiary, ECT Finance Limited, and any financial assistance provided by the Company.

Overview of arrangements

Each loan from ECT Finance Limited will be issued as follows:

1. ELF Agreement A (Resolution 6)

- Borrower: LJ & K Thomson Pty Ltd or nominee(s)
- Loan amount: \$650,000
- Interest: 11.95% p.a.
- Term: 2 years
- Purpose: the acquisition of 650,000,000 fully paid ordinary shares (ECT) and 260,000,000 ECTOE options (expiring 10 May 2023 with an exercise price of \$0.003)
- Security: secured against the shares, with shares and options escrowed
- Recourse: limited to the shares and options

2. ELF Agreement B (Resolution 7)

- Borrower: Challenge Bricks and Roofing Pty Ltd or nominee(s)
- Loan amount: \$650,000
- Interest: 11.95% p.a.
- Term: 2 years
- Purpose: the acquisition of 650,000,000 fully paid ordinary shares (ECT) and 260,000,000 ECTOE options (expiring 10 May 2023 with an exercise price of \$0.003)
- Security: secured against the shares, with shares and options escrowed
- Recourse: limited to the shares and options

(each, an 'ELF Agreement').

Approval of the financial assistance

Financial assistance approvals

The provision by ECT Finance Limited of each loan under the ELF Agreements to each Borrower to acquire shares and options for shares in its holding company, being the Company, and the provision by the Company of the loan facility to ECT Finance Limited, may constitute the giving of financial assistance for the purposes of section 260A of the Corporations Act, ('Financial Assistance').



The giving of the Financial Assistance by ECT Finance Limited to assist the Borrowers to acquire shares and options in the Company, has been approved by a unanimous resolution of the Company pursuant to section 260B of the Corporations Act.

It is proposed that the Financial Assistance be approved by shareholders under resolution's 6 & 7, pursuant to section 260B of the Corporations Act.

Reasons for giving Financial Assistance

The reason for the giving of the Financial Assistance described above is to enable the Company to comply with certain of its obligations to each Lender under their loan agreements with the Company.

Advantages of the proposed Financial Assistance – Resolution's 6 & 7

The advantage to the Company of the proposed resolution's 6 & 7 include that:

- the Company will be able to comply with its obligations to each Lender under the loan agreements;
- the Company will be able to meet the terms of the consideration agreed between parties for the issuance of shares and options in exchange for their loans;
- if a loan under an ELF Agreement is repaid, it is repaid with interest, providing revenue and cashflow to ECT Finance Limited;
- A Borrower cannot take control of the shares to trade until the loan under the ELF Agreement has been repaid; and
- when a loan under an ELF Agreement is repaid, the Company will receive capital and cashflow from the issue of 383,592,166 shares.

Disadvantages of the proposed financial assistance – Resolution's 6 & 7

The disadvantages to the Company of the proposed Resolution's 6 & 7 include that:

- the shareholders' proportionate holdings will be diluted by 383,592,166 shares;
- a Borrower may default under an ELF Agreement;
- a Borrower is not obligated to repay a loan under an ELF Agreement to which the Company would not receive any cashflows from interest or capital from the issue of 383,592,166 shares;
- if a default under an ELF Agreement occurs ECT Finance Limited may take enforcement action that may include that the shares and options subject of the ELF Agreement be disposed of; and
- a default under an ELF Agreement may result in the Company relying on ECT Finance Limited to enforce and dispose of those shares subject of the ELF Agreement in order for ECT Finance Limited to repay the Company under its loan facility.



Effect of Financial Assistance – Resolution's 6 & 7

On balance, the Board considers that the Financial Assistance as described above does not materially prejudice the interests of the Company, its shareholders or its ability to pay its creditors for the following reasons:

- the factors indicating that the Financial Assistance is favourable to the Company's shareholders outweigh the factors which indicate the Financial Assistance is unfavourable to the Company's shareholders;
- the ELF loan provided by ECT Finance Limited to the Borrowers will be within the ordinary course of ECT Finance Limited's business and on arms' length commercial terms;
- the predicted cash flows of the Company and ECT Finance Limited will be enhanced absent any material default under the ELF Agreements;
- the giving of the Financial Assistance will not impact on the ability of the Company to pay its debts as and when they fall due;
- the completion of the transactions and arrangements contemplated in resolutions 6 & 7 of this Explanatory Memorandum will not materially adversely affect the day-to-day operations of the Company or ECT Finance Limited;
- upon repayment of the ELF loans, the Company will receive capital for both the allocation of the existing 916,407,834 shares and the new issue of 383,582,166 shares
- in the absence of default, ECT Finance Limited will have generated revenue arising from the ELF Agreements; and
- the terms of the ELF Agreements, and the loan facility from the Company to ECT Finance Limited, are such that the giving of the Financial Assistance would not result in the diminution of the Company's, or ECT Finance Limited's, assets to the extent that is materially prejudicial to the interest of the Company, its shareholders or the Company's ability to pay its creditors.

Accordingly, the Board considers that:

- the Financial Assistance as contemplated by resolutions 6 & 7 of this Explanatory Memorandum does not materially prejudice the interests of the Company or its shareholders;
- the giving of the Financial Assistance will not materially prejudice the Company's ability to pay its creditors; and
- the Company is and will remain solvent after the Financial Assistance is given and the transactions and arrangements contemplated by resolutions 6 & 7 of this Explanatory Memorandum are entered into.

Prior notice to Australian Securities & Investments Commission

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Explanatory Memorandum as sent to the shareholders were lodged with the Australian Securities & Investments Commission prior to their dispatch to shareholders.



ASX Listing Rule 7.1 – Issue of new shares and options

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a company may issue or agree to issue without shareholder approval in any 12-month period to 15% of its issued Securities. Shareholder approval is required for the issue of new shares and options under ASX Listing Rule 7.1 if the number of shares and options to be issued may exceed this limit hence Resolution 4 seeks approval pursuant to ASX Listing Rule 7.1

Information required for shareholder approval

In accordance with ASX Listing Rule 7.3, the following information is provided to shareholders:

1. The maximum number of shares proposed to be issued under resolution 6 – 191,796,083
2. The maximum number of shares proposed to be issued under resolution 7 – 191,796,083
3. The maximum number of ECTOC options to be issued under resolution 6 – 260,000,000
4. The maximum number of ECTOC options to be issued under resolution 7 – 260,000,000
5. The proposed issue of shares and options is to be within 3 months following shareholder approval
6. Issue price of shares - \$0.001 per share with two free attached ECTOC options for every five shares issued
7. ECTOC options terms:
 - a. Issue price – nil
 - b. Exercise price - \$0.003
 - c. Expiry – 10 May 2023
8. The proposed allottees of the new shares will be:
 - a. LJ&K Thomson Pty Ltd and/or nominee (Resolution 6)
 - b. Challenge Bricks and Roofing Pty Ltd and/or nominee (Resolution 7)
9. Each share issued will be issued as a fully paid ordinary share in the capital of the Company and issued on the same terms and conditions as the Company's existing shares.
10. The intended use of the funds raised is for project development and working capital.
11. A voting exclusion statement is included in the Notice of Annual General Meeting.
12. Equity Lending Facility key terms:
 - a. Term – 2 years
 - b. Interest rate – 11.95%
 - c. Interest payment method – capitalised 6 monthly in arrears
 - d. Security – shares and options issued under the Loan Agreement
 - e. Recourse – limited to the shares and options issued under the Loan Agreement

Recommendation – Resolutions 6 & 7

The Board considers that this Explanatory Memorandum contains all information known to the Company that would be material to the shareholders in deciding how to vote on the proposed Resolution's 6 & 7, other than information which would be unreasonable to require the



Company to include because it has been previously disclosed to the shareholders of the Company. For example, previously disclosed information would include the Prospectus.

The Board recommends that the shareholders vote **IN FAVOUR** of Resolution's 6 & 7 to approve the giving of Financial Assistance as set out above.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution's 6 & 7.



Glossary

In this Notice and Explanatory Memorandum:

\$ or A\$ means Australian dollars (AUD);

AGM means an annual general meeting;

Annual General Meeting or Meeting mean the annual general meeting of the Company to be held at 10:00am on Friday, 15 January 2021;

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires);

ASX Listing Rules means the listing rules of the ASX;

Auditor means BDO Audit Pty Ltd (previously BDO East Coast Partnership);

Board means the Board of Directors of the Company;

Closely Related Party has the meaning given in section 9 of the Corporations Act and includes a spouse, dependent and certain other close family members, as well as companies controlled by a KMP.

Constitution means the constitution of the Company;

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

Directors mean the Directors of the Company from to time;

ELF means Equity Lending Facility, a loan facility provided by ECT's wholly owned subsidiary, ECT Finance Ltd, for the purchase of shares and/or options in ECT.

Explanatory Memorandum means the explanatory memorandum, which accompanies, and is incorporated as part of, the Notice of Meeting;

Environmental Clean Technologies, ECT or Company means Environmental Clean Technologies Limited ACN 009 120 405;

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

KMP means a member of the Key Management Personnel

Notice, Notice of Meeting, or Notice of Annual General Meeting means the attached Notice of Meeting;

Options means options to acquire shares;

Proxy Form means the proxy form, which accompanies this Notice;

Resolution means the resolution to be put to shareholders at the Meeting, as set out in the Notice of Annual General Meeting;

Securities means shares, options, securities convertible into share or rights to shares or options that may be granted by the Company;

Shareholder means the registered holder of shares; and

Shares means fully paid ordinary shares in the capital of the Company; and

Virtual AGM means holding the AGM via technology that allows members to participate remotely by online or other electronic means (virtual technology), as approved by temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 (Determination).