



Notice of General Meeting and Explanatory Statement

The General Meeting of

CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Will be held at

*Institute of Chartered Accountants, Level, 3, 600 Bourke Street, Melbourne
on Monday 23rd February 2015 at 10.00am (AEDST)*

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

CLEAN TEQ HOLDINGS LIMITED

ACN 127 457 916

Registered office: 296 Ferntree Gully Road, Notting Hill, Victoria 3168

NOTICE OF GENERAL MEETING

Clean TeQ Holdings Limited (**Company** or **Clean TeQ**) gives notice that a General Meeting of the members of the Company will be held on Monday 23rd February 2015 commencing at 10.00am (AEDST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 3000.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting more fully describes the matters to be considered at the General Meeting.

Please read this Notice of General Meeting carefully and consider directing your proxy on how to vote on each Resolution by marking the appropriate box on the proxy form included with this Notice of General Meeting.

SPECIAL BUSINESS

Resolution 1: Approval for financial assistance in connection with the acquisition of Ivanplats Holding Company Pty Ltd

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

“That, in accordance with sections 260A and 260B(2) of the Corporations Act and for all other purposes, shareholders approve each of the Ivanplats Group Companies to give financial assistance to Clean TeQ Metals Pty Ltd in relation to the acquisition by Clean TeQ Metals Pty Ltd of shares in Ivanplats Holding Company Pty Ltd, as described in the Explanatory Statement.”

Resolution 2: Approval for the issue of Shares as consideration for acquiring Ivanplats Holding Company Pty Ltd

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

“That for the purpose of Listing Rule 7.1 of the Listing Rules and for all other purposes, shareholders approve the allotment and issue of \$1,000,000 worth of Shares to Australia Nickel & Platinum Holding Company Ltd (or its nominee) at an issue price equal to the VWAP of Shares for the five trading days prior to the issue of the Shares.”

Refer to the Explanatory Statement for voting exclusions.

Resolution 3: Approval to issue 8,000,000 options to Mr Sam Riggall (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.11 and the requirements of the ASX, shareholders approve, the issue of 8,000,000 options to Mr Sam Riggall (or his nominee) on the terms set out in the Explanatory Statement.”

Refer to the Explanatory Statement for voting exclusions

Resolution 4: Ratification of prior issue of shares

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

“That for the purpose of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, shareholders approve, ratify and confirm the allotment and issue of 37,500,000 fully paid ordinary shares in the Company at an issue price of \$0.06 (6.0 cents) per share to professional and sophisticated investors and clients of BW Equities.

Refer to the Explanatory Statement for voting exclusions

Resolution 5: Approval for participation in share issue by Director – Mr Peter Voigt

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company to issue up to 1,666,667 Shares at an issue price of \$0.06 (6 cents) per Share to Peter Voigt, an Executive Director, on the terms as set out in the Explanatory Statement.”

Refer to the Explanatory Statement for voting exclusions

Resolution 6: Ratification of prior grant of options

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the grant of 4,000,000 options to BW Equities on the terms set out in the Explanatory Statement”.

Refer to the Explanatory Statement for voting exclusions

BY ORDER OF THE BOARD



**Melanie Leydin
Company Secretary**

20 January 2015

NOTES

These Notes form part of the Notice of Meeting.

Members entitled to attend and vote

The Directors have determined that, for the purpose of determining entitlements of members to attend and vote at the Meeting, the members are those persons who are registered as the holders of shares in the capital of the Company at 7.00pm on 21 February 2015. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Appointment of proxies

- Each member entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting.
- A member entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes (disregarding fractions of votes).
- A proxy need not be a member of the Company and can be an individual or a body corporate.
- A member that is a body corporate or a body corporate appointed as a members proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The corporate representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless the authority has previously been given to the Company.

Voting by proxy

- A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each resolution.

To vote by proxy:

- the signed and completed proxy appointment form (**enclosed** with this Notice of Meeting); and
- if the proxy appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at the address set out below by no later than 10.00am (AEDST) on Saturday 21 February 2015. Proxy forms received after that time will not be valid for the scheduled Meeting.

By facsimile: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

By mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001.

By delivery: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 Australia.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Your proxy appointment form is enclosed.

DEFINITIONS

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

QUESTIONS and COMMENTS by MEMBERS at the Meeting

A reasonable opportunity will be given to members – as a whole - to ask questions about, or make comments on, the Resolutions proposed to be passed at the meeting.

Questions may be submitted to the Company by the following means:

By facsimile: +61 3 9706 8344;

By mail: Melanie Leydin, c/- Clean TeQ Holdings Limited, PO Box 227, Mulgrave, Victoria 3170

By email: mleydin@leydinfreyer.com.au

CLEAN TEQ HOLDINGS LIMITED

ACN 127 457 916

Registered office: 296 Ferntree Gully Road, Notting Hill, Victoria 3168

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting dated 20 January 2015) is to provide members with an explanation of the business of the meeting and of the Resolutions to be proposed and considered at the Meeting to be held on Monday 23rd February 2015 commencing at 10.00am (AEDST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 3000 and to assist members to determine how they wish to vote on each Resolution.

The Directors recommend that Shareholders read this Explanatory Statement before making any decisions in relation to the Resolutions. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

BACKGROUND TO RESOLUTIONS 1 AND 2

On 24 November 2014, the Company announced that it had agreed to acquire (through its wholly-owned subsidiary, Clean TeQ Metals) all of the outstanding shares in Ivanplats Holding Company, the Australian holding vehicle for the Ivanhoe Mines Group's interest in the Syerston project. The Company's announcement on 24 November 2014 contains detailed information about the Syerston project.

Under the acquisition, Clean TeQ Metals will acquire Ivanplats Holdings Company, which along with each of its subsidiaries holds:

- (a) 100% title to the Syerston exploration licence and the six mining lease applications underlying the project;
- (b) freehold interest in four separate farming properties comprising 2,884 hectares in total, underlying the tenements related to the Syerston project; and
- (c) water rights owned by Ivanplats Group Companies.

The consideration that will be paid for the acquisition will be:

- (a) \$1,000,000 worth of Clean TeQ shares which are the subject of Resolution 2 at the Meeting;
- (b) \$100,000 in cash (subject to certain adjustments);
- (c) a 2.5% gross royalty on the project, payable to Australian Nickel & Platinum Holding Company Pty Ltd; and
- (d) entry into a promissory note under which the Company agrees to pay \$3,000,000, three years from the date of the promissory note.

Under the terms of the promissory note, each of the Ivanplats Group Companies (which will be acquired by Clean TeQ Metals as part of the transaction) will grant a joint and several guarantee and indemnity with respect to the Company's obligations under the promissory note. Ivanplats Syerston will also grant a first ranking mortgage over all of its real property (which includes the land on which the Syerston exploration licence and mining lease applications are located).

Resolution 1: Approval for financial assistance in connection with the acquisition of Ivanplats Holding Company

As set out above, under the terms of the promissory note proposed to be issued on completion of the acquisition, Ivanplats Holding Company and its subsidiaries (collectively, the Ivanplats Group Companies), which will become subsidiaries of the Company following settlement of the acquisition, will grant a joint and several guarantee and indemnity with respect to the Company's obligations under the promissory note.

In addition, Ivanplats Syerston will grant a first ranking mortgage over the four farming properties underlying the tenements related to the Syerston project.

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares or units of shares in the company or its holding company only in certain circumstances, one of which is where the assistance is approved by members under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act provides that if a company providing the financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of special resolution) from the shareholders of the listed company. Section 260B(2) applies because the Ivanplats Group Companies will, following completion of the acquisition, be subsidiaries of the Company and they are providing financial assistance (in the form of the joint and several guarantee and indemnity and a first ranking mortgage over property) in connection with the acquisition of shares in Ivanplats Holding Company.

Consequently, Resolution 1 seeks shareholder approval for the financial assistance proposed to be given by the Ivanplats Group Companies for the purpose of section 260B(2) of the Corporations Act.

Effects of the financial assistance

The adverse effects that may result due to the Ivanplats Group Companies entering into the security arrangements are:

- (a) each of the Ivanplats Group Companies will become liable as a guarantor for the amount owing under the promissory note and their assets may become subject to enforcement action if a default occurs under the promissory note;
- (b) it may impact on the Ivanplats Group Companies ability to borrow money in the future;
- (c) it will restrict Ivanplats Syerston's ability to sell the land subject to the mortgages.

The Board considers, however, that the entities will benefit from being subsidiaries of the Company after completion of the acquisition.

Accordingly, the Board has formed the view that the giving of financial assistance and entering into the security arrangements will not materially prejudice the interests of Ivanplats Group Companies or their members. However, the Board considers it prudent to seek shareholder approval.

The Board has formed the view that the giving of financial assistance is in the best interests and for the corporate benefit of the Company and its shareholders because if Resolution 1 is not approved, the Ivanplats Group Companies will not be able to give the security contemplated by the promissory note. In those circumstances, the failure may result in the Company not being able to complete the acquisition of Ivanplats Holding Company and the Syerston project.

The directors recommend you vote for this Resolution.

For Resolution 1 to be passed, at least 75% of the votes cast by members entitled to vote on the Resolution must be in favour of the resolution

Resolution 2: Approval for the issue of shares as consideration for acquiring Ivanplats Holding Company

This Resolution seeks approval of shareholders for the issue of Shares in connection with the proposed acquisition of Ivanplats Holding Company.

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue during any 12 month period, any equity securities or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that twelve (12) month period. While the proposed issue of Shares to Australian Nickel & Platinum Holding Company Ltd is not expected to result in the Company breaching this 15% limit, the Company seeks shareholder approval for the issue to ensure its 15% capacity remains intact.

ASX Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) the total number of securities which will be allotted and issued under Resolution 2 will be determined on the date of issue on the basis of the price set out below and with a total value of \$1,000,000;
- (b) the Shares will be issued at a price equal to the VWAP of shares on the five trading days immediately prior to the issue of the Shares;
- (b) the recipient of these fully paid ordinary shares will be Australia Nickel & Platinum Holding Company Ltd (or its nominee);
- (c) the shares will rank equally with all securities of that class;
- (d) the securities will be issued no later than 23 May 2015 (a waiver will be sought from ASX if the securities cannot be issued by this date due to a delay in obtaining Ministerial consent to the change of control of Ivanplats Holding Company) ; and
- (e) no funds will be raised from the issue.

The directors recommend you vote for this resolution.

For Resolution 2 to be passed, at least 50% of the votes cast by members entitled to vote on the resolution must be in favour of the resolution.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3: Approval for the grant of options to Mr Sam Riggall

The Company seeks approval for the proposed grant of options to Mr Sam Riggall as follows:

Option recipient	Number of options	Exercise price	Vesting date	Expiry date
Mr Sam Riggall (or his nominee)	8,000,000	A 30% premium to the VWAP of Shares for the 30 trading days prior to the grant of the options	4,000,000 of the options vest immediately on grant 4,000,000 options will vest 1 July 2015	The date that is three years after grant of the option

ASX Listing Rule 10.11 requires the approval of shareholders before securities can be issued to a related party. Mr Sam Riggall is a director and therefore a related party. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 on the options that are proposed to be issued to Mr Riggall:

- (a) the related party is Mr Sam Riggall;
- (b) the maximum number of options to be granted is 8,000,000;
- (c) the Company will grant the options no later than one month after the Meeting;
- (d) the key terms of the options are as set out above and at Appendix A
- (e) the options will be granted for nil cash consideration; and
- (f) no funds will be raised from the grant of the options.

Other remuneration (in addition to the proposed grant of options) paid by the Company to Mr Sam Riggall is set out below:

- (a) Annual fee for Chairman of the Board : \$150,000, including compulsory superannuation.

The Company proposes to grant the options to Mr Riggall to compensate him for his role as interim CEO for a period of up to 12 months. The directors believe the issue of options is reasonable having regard to the circumstances of the Company, the roles and responsibilities involved in Mr Riggall's appointment as interim CEO and the nature of the Company's operations.

4,000,000 options will vest immediately upon grant and the remaining 4,000,000 options will vest on 1 July 2015 following the Boards decision to retain Mr Riggall's services for a further 6 months.

The directors, other than Mr Riggall, recommend you vote for this resolution. Because of his interest in the outcome, Mr Riggall does not make a recommendation on this resolution.

For Resolution 3 to be passed, at least 50% of the votes cast by members entitled to vote on the resolution must be in favour of the resolution.

Voting Exclusion

The Company will disregard any votes cast on this resolution by a person who is to receive the options (being Mr Sam Riggall) and an associate of that person.

Further, a member of the Key Management Personnel and their Closely Related Parties who are appointed proxy will not vote on this resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the resolution; or*
- (b) the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

Resolution 4: Ratification of prior issue of shares

The Company is seeking shareholder approval to ratify the issue of 37,500,000 fully paid ordinary shares to professional and sophisticated investors and clients of BW Equities on or about 19 December 2014.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period and the additional 10% capacity if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

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

- (a) the total number of fully paid ordinary shares in the Company that were issued is 37,500,000;
- (b) the Shares were issued at a price of \$0.06 (6.0 cents) per share;
- (c) the Shares allotted and issued rank equally with the existing Shares on issue;
- (d) the Shares were allotted and issued to clients of BW Equities including a mix of new and existing sophisticated and professional investors; and
- (e) the funds raised will enable the Company to build on recent successes and accelerate its water treatment and metals recovery business and working capital requirements.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolutions 5: Approval for participation in share issue by Director – Mr Peter Voigt

Resolution 5 of the Notice seeks shareholder approval for the purpose of Listing Rule 10.11 and all other purposes, for the subscription (for cash) by the Director Mr Peter Voigt (or entities associated with them) for 1,666,667 fully paid ordinary shares at an issue price of \$0.06 (6 cents) per share, which is in line with the recently conducted Placement.

If Resolutions 5 is approved, the Director will participate in the placement. The willingness of the Director to subscribe for Shares under the placement is confirmation of his faith in the Company and its business.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including an option) to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the shares and free attaching options to the Directors as approval is being obtained under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the related party is Mr Peter Voigt by virtue of being a Director;
- (b) the maximum number of Shares to be issued by the Company is 1,666,667 pursuant to this resolution.
- (c) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date;
- (d) the Shares will be issued for a cash consideration of \$0.06 (6 cents) per share;
- (e) the issue of the securities will enable the Company to build on recent successes and accelerate its water treatment and metals recovery business and working capital requirements.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who is to receive securities in relation to the Company and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6: Ratification of prior grant of options

The Company is seeking shareholder approval to ratify the grant of a total 4,000,000 unlisted options to BW Equities as partial consideration for capital raising services provided to the Company through the recently completed \$2.35 million capital raising.

Option recipient	Number of options	Exercise price	Vesting date	Expiry date
BW Equities (or its nominee)	2,000,000	\$0.12	The options vest immediately on grant	The date that is 30 months after the grant of the options
BW Equities (or its nominee)	2,000,000	\$0.15	The options vest immediately on grant	The date that is 30 months after the grant of the options

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period and the additional 10% capacity if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

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

- (a) the total number of unlisted options granted in the Company that were issued is 4,000,000;
- (b) the terms of the options are as set out above and in Annexure B to this Explanatory Statement;
- (c) No securities pursuant to Resolution 6 were issued to Directors of the Company or their associates;
- (d) the securities were issued on 19 December 2014;
- (e) the unlisted options were granted to BW Equities (or its nominee) for nil consideration; and
- (f) No funds will be raised from the grant of these options as they are being issued as part consideration for capital raising services provided to the Company. Any funds raised from the exercise of options will be applied towards working capital requirements.

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

To vote on the resolutions, members will need to follow these steps:

EITHER: Complete the Proxy Form and return it by facsimile or mail (to be received no later than 10.00am on 21 February 2015 to the following address or facsimile number:

Clean TeQ Holdings Limited PO Box 227, Mulgrave, Victoria 3170 AUSTRALIA Ph: +61 3 9797 6700	The Registrar Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 AUSTRALIA Ph: 1300 85 05 05 Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
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QUERIES

If you have any queries about the Meeting or the Resolutions being considered, please contact the Company Secretary, Ms Melanie Leydin, at Clean TeQ Holdings Limited on +61 3 9797 6700.

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

ASX	ASX Limited.
Board	the Board of Directors of the Company.
BW Equities	BW Equities Pty Ltd (AFSL NO: 389 353)
Chairman	the Chairman of the Company.
Clean TeQ Metals	Clean TeQ Metals Pty Ltd ACN 601 505 739
Closely Related Party Company	has the meaning given to that term in the Corporations Act Clean TeQ Holdings Limited ABN 34 127 457 916.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a Director of the Company.
Dollars, A\$ or \$	Australian dollars.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Ivanplats Group Companies	Ivanplats Holding Company, Ivanplats Syerston, Ivanplats Services Pty Limited ACN 078 239 059 and Ivanplats Uranium Pty Ltd ACN 136 736 813.
Ivanplats Holding Company	Ivanplats Holding Company Pty Ltd ACN 109 748 772
Ivanplats Syerston	Ivanplats Syerston Pty Limited ACN 008 755 155
Key Management Personnel	those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors (both executive and non-executive) and certain senior executives.
Listing Rules	the Official Listing Rules of ASX.
Meeting	the general meeting of the Shareholders (convened by the Notice of Meeting) to be held on Monday 23 rd February 2015 commencing at 10.00am (AEDST) at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne Vic 3000
Notice of Meeting	the notice of meeting (including the accompanying Explanatory Statement) for the convening of the Meeting.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.
VWAP	the volume weighted average price.

All references in this Notice of Meeting and Explanatory Statement to time are to the time in Melbourne, Victoria.

BY ORDER OF THE BOARD



Melanie Leydin
Company Secretary

20 January 2015

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options to be granted pursuant to Resolution 3 are as follows:

Terms of Options

(a) Entitlement

- (i) Each Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) 4,000,000 Options vest immediately and are exercisable at any time from the date of issue, 4,000,000 options will vest on 1 July 2015 following approval from the Board to continue as the Company's Interim CEO.
- (ii) The final date and time for exercise of the Options is 5pm (AEDT) on the day 36 months from grant. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price for 8,000,000 options will be a 30% premium to the 30 day VWAP prior to the grant of the options.
- (iv) Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.
- (v) Remittances must be made payable to 'Clean TeQ Holdings Limited' and cheques should be crossed 'Not Negotiable'.
- (vi) All Options will lapse on the earlier of the
 - (A) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (vii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) The Company will not apply to the ASX for Official Quotation of the Options.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on Shareholders of the Company.

- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
- (A) *in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;*
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is Exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

ANNEXURE B

TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options granted and to be ratified pursuant to Resolution 6 are as follows:

Terms of Options

(a) Entitlement

- (i) Each Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the date of issue.
- (ii) The final date and time for exercise of the Options is 5pm (AEDT) on the day 30 months from grant. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price for 2,000,000 options will be \$0.12 (12 cents) per option and the remaining 2,000,000 options will be \$0.15 (15 cents) per option.
- (iv) Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.
- (v) Remittances must be made payable to 'Clean TeQ Holdings Limited' and cheques should be crossed 'Not Negotiable'.
- (vi) All Options will lapse on the earlier of the
 - (A) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (vii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) The Company will not apply to the ASX for Official Quotation of the Options.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on Shareholders of the Company.

- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
- (A) *in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;*
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

(f) Adjustments to Options and Exercise Price

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

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where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is Exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(B) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.



┌ 000001 000 CLQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria 3067

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 10.00am (AEDST) Saturday, 21 February 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Clean TeQ Holdings Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Clean TeQ Holdings Limited to be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne on Monday, 23 February 2015 at 10.00am (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval for financial assistance in connection with the acquisition of Ivanplats Holding Company Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for the issue of Shares as consideration for acquiring Ivanplats Holding Company Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue 8,000,000 options to Mr Sam Riggall (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for participation in share issue by Director – Mr Peter Voigt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior grant of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

CLQ

999999A

Computershare +