

24 October 2022

Dear Shareholders

2022 ANNUAL GENERAL MEETING

ClearVue Technologies Limited's (ASX:CPV) (**ClearVue** or the **Company**) annual general meeting is scheduled to be held at ClearVue Headquarters, Unit 7, 567 Newcastle Street, West Perth WA 6005 on Monday, 28 November 2022 at 3:00pm (WST), as a physical meeting (**Meeting**).

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from <https://www.clearvuepv.com/for-investors/>. Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <https://investor.automic.com.au#/loginsah> and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Memorandum online please contact the Company Secretary, Deborah Ho, on +61 9482 0500 or via email at hello@clearvuepv.com. The Company will notify Shareholders via the Company's website at <https://www.clearvuepv.com/for-investors/> and the Company's ASX Announcement Platform at asx.com.au (ASX: CPV) if changing circumstances impact the planning or arrangements for the Meeting.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Authorised by the Company Secretary of ClearVue Technologies Limited.

FOR FURTHER INFORMATION, PLEASE CONTACT:

ClearVue Technologies Limited
Deborah Ho
Company Secretary
hello@clearvuepv.com
+61 8 9220 9020

CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3:00pm (WST)
DATE: Monday, 28 November 2022
PLACE: ClearVue Headquarters
Unit 7, 567 Newcastle Street
WEST PERTH WA 6005

The business of the Meeting affects your shareholding and your vote is important.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 3:00pm (WST) on 26 November 2022.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – VICTOR ROSENBERG

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

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Victor Rosenberg, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR AND EMPLOYEE FEE PLAN – JOHN DOWNES

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares in lieu of remuneration to John Downes (or his nominees) under the Director and Employee Fee Plan on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 31,120 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,008 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 18 October 2022

By order of the Board



**Deborah Ho
Company Secretary**

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Approval To Issue Shares Under The Director And Employee Fee Plan – John Downes</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<p>Resolution 4 – Approval To Issue Shares Under The Director And Employee Fee Plan – John Downes</p>	<p>Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including John Downes) or an associate of that person or those persons.</p>
<p>Resolution 5 – Ratification of prior issue of Shares – Listing Rule 7.1</p>	<p>A person who participated in the issue or is a counterparty to the agreement being approved (namely Ms Katharina Lockinger) or an associate of that person or those persons.</p>
<p>Resolution 6 – Ratification of prior issue of Shares – Listing Rule 7.1</p>	<p>A person who participated in the issue or is a counterparty to the agreement being approved (namely Ms Katharina Lockinger) or an associate of that person or those persons.</p>

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

- (a) a person as a 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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9482 0500.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.clearvuepv.com/for-investors/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – VICTOR ROSENBERG

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Victor Rosenberg, who has served as a Director since 14 June 2009 and was last re-elected on 29 November 2019, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Rosenberg has 25 years of glass industry experience and is a serial entrepreneur globally recognized for his industry contributions. Mr Rosenberg brings extensive senior executive sales and management experience to the Company, having led multiple start-ups in the pharmaceutical and food manufacturing industries.

Mr Rosenberg, a former pharmacist, has won an International Innovation Award in Germany for developments in food processing technologies, and now through his passion to achieve energy security through sustainable sources has turned his vision to glass. Mr Rosenberg believes energy generation and protecting our environment are two of our most important challenges and his dreams of producing a product to address both have now become a reality.

3.3 Independence

If re-elected the Board does not consider Mr Rosenberg will be an independent Director.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Rosenberg will be re-elected to the Board as a non-independent Director.

In the event that Resolution 2 is not passed, Mr Rosenberg will not join the Board as a non-independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.5 Board recommendation

The Board has reviewed Mr Rosenberg's performance since his appointment to the Board and considers that their skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Rosenberg and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$43,677,577 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2022).

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the VWAP of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate as cash consideration towards the continued development of the Company's solar glass technology, sales and marketing expenses, general operational expenses and working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 17 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.103	\$0.205	\$0.31
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	213,061,352 Shares	21,306,135 Shares	\$2,194,531	\$4,367,757	\$6,562,289
50% increase	319,592,028 Shares	31,959,202 Shares	\$3,291,797	\$6,551,636	\$9,843,434
100% increase	426,122,704 Shares	42,612,270 Shares	\$4,389,063	\$8,735,515	\$13,124,579

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 213,061,352 Shares on issue as at the date of this Notice. For the avoidance of doubt, the number of Shares on issue do not include any Shares that may be issued if Resolution 4 is passed at this Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 17 October 2022 (being \$0.205).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 25 November 2021 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2021, the Company has not issued any Equity Securities pursuant to the Previous Approval.

4.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR AND EMPLOYEE FEE PLAN – JOHN DOWNES

5.1 General

On 2 November 2020, the Company adopted a Director and Employee Fee Plan (**Fee Plan**) to enable the Company to issue Shares to eligible participants in lieu of accrued cash remuneration.

The Company has agreed, subject to obtaining Shareholder approval, to issue Shares in lieu of remuneration to John Downes, pursuant to the Fee Plan and on the terms and conditions set out below.

The issue of Shares to Mr Downes in lieu of accrued cash payments for remuneration under the terms of the Fee Plan will allow the Company to maintain its cash reserves to the extent of participation in the Fee Plan.

Under the Fee Plan, Mr Downes may elect to be paid some or all of the cash remuneration accrued to him by the issue of Shares on a monthly basis. An election can be made by Mr Downes for each calendar month within 5 business days after the end of each calendar month. The Shares will be issued in lieu of cash due to Mr Downes and thereby no funds will be raised as a result of the issue of the Shares. A summary of the terms of the Fee Plan is set out in Schedule 1.

The number of Shares to be issued to Mr Downes will be determined by the Board based on Mr Downes' fees payable by the Company for the relevant calendar month at the time an offer is made, divided by the VWAP of the Company's Shares trading on ASX over that calendar month.

The maximum number of Shares that Mr Downes can receive in a financial year will be determined by the percentage of remuneration for that year which is sacrificed and satisfied by the issue of Shares and the VWAP of the Shares over the relevant previous calendar months.

While the maximum number of Shares to be issued cannot yet be determined, set out below are some examples of the number of Shares that may be issued to the Mr Downes under the Fee Plan, based on an assumed price for Shares of \$0.2050 per Share (being the closing market price on 17 October 2022), \$0.15 per Share and \$0.25 per Share. These are examples only and Shareholders should be aware that the actual number of Shares to be issued to Mr Downes may vary, based on the prevailing Share price at the time the number of Shares to be issued is to be calculated, and the percentage of remuneration the Mr Downes elects to sacrifice.

Based, for example, on Mr Downes sacrificing 50% and 100% respectively of his current annual remuneration, Mr Downes would be issued with approximately the number of Shares detailed in the tables below each year:

Based on a Share price of \$0.15 per Share

Year	Annual remuneration	Amount sacrificed (50%)	Number of Shares to be issued (based on 50% sacrificed)	Amount sacrificed (100%)	Number of Shares to be issued (based on 100% sacrificed)
Financial Year Ending 2023	\$48,000	\$24,000	160,000	\$48,000	320,000
Financial Year Ending 2024	\$48,000	\$24,000	160,000	\$48,000	320,000
Financial Year Ending 2025	\$48,000	\$24,000	160,000	\$48,000	320,000
Total	\$144,000	\$72,000	480,000	\$144,000	960,000

This would dilute current Shareholders by the percentages set out below based on the Company's current share capital:

Year	Number of Shares to be issued annually (based on 50% sacrifice and Share price assumed above)	Dilution (based on 50% sacrifice)	Number of Shares to be issued annually (based on 100% sacrifice and Share price assumed above)	Dilution (based on 100% sacrifice)
Financial Year Ending 2023	160,000	0.08%	320,000	0.15%
Financial Year Ending 2024	160,000	0.07%	320,000	0.15%
Financial Year Ending 2025	160,000	0.07%	320,000	0.15%
Total	480,000	0.22%	960,000	0.45%

The information in the tables above reflect a 3 year period based on the current annual remuneration for Mr Downes. If Shares are to be issued under the Fee Plan based on the assumptions above for 3 years after the date of the Meeting (the limit under ASX Listing Rule 10.15.7), then the possible dilution of current Shareholders reflected above would increase to 0.22% (based on 50% sacrifice) and 0.45% (based on 100% sacrifice).

Based on a Share price of \$0.2050 per Share

Year	Annual remuneration	Amount sacrificed (50%)	Number of Shares to be issued (based on 50% sacrificed)	Amount sacrificed (100%)	Number of Shares to be issued (based on 100% sacrificed)
Financial Year Ending 2023	\$48,000	\$24,000	117,073	\$48,000	234,146
Financial Year Ending 2024	\$48,000	\$24,000	117,073	\$48,000	234,146
Financial Year Ending 2025	\$48,000	\$24,000	117,073	\$48,000	234,146
Total	\$144,000	\$72,000	351,220	\$144,000	702,439

This would dilute current Shareholders by the percentages set out below based on the Company's current share capital:

Year	Number of Shares to be issued annually (based on 50% sacrifice and Share price assumed above)	Dilution (based on 50% sacrifice)	Number of Shares to be issued annually (based on 100% sacrifice and Share price assumed above)	Dilution (based on 100% sacrifice)
Financial Year Ending 2023	117,073	0.05%	234,146	0.11%
Financial Year Ending 2024	117,073	0.05%	234,146	0.11%
Financial Year Ending 2025	117,073	0.05%	234,146	0.11%
Total	351,220	0.15%	702,439	0.33%

The information in the tables above reflect a 3 year period based on the current annual remuneration for Mr Downes. If Shares are to be issued under the Fee Plan based on the assumptions above for 3 years after the date of the Meeting (the limit under ASX Listing Rule 10.15.7), then the possible dilution of current Shareholders reflected above would increase to 0.15% (based on 50% sacrifice) and 0.33% (based on 100% sacrifice).

Based on a Share price of \$0.25 per Share

Year	Annual remuneration	Amount sacrificed (50%)	Number of Shares to be issued (based on 50% sacrificed)	Amount sacrificed (100%)	Number of Shares to be issued (based on 100% sacrificed)
Financial Year Ending 2023	\$48,000	\$24,000	96,000	\$48,000	192,000
Financial Year Ending 2024	\$48,000	\$24,000	96,000	\$48,000	192,000
Financial Year Ending 2025	\$48,000	\$24,000	96,000	\$48,000	192,000
Total	\$144,000	\$72,000	288,000	\$144,000	576,000

This would dilute current Shareholders by the percentages set out below based on the Company's current share capital:

Year	Number of Shares to be issued annually (based on 50% sacrifice and Share price assumed above)	Dilution (based on 50% sacrifice)	Number of Shares to be issued annually (based on 100% sacrifice and Share price assumed above)	Dilution (based on 100% sacrifice)
Financial Year Ending 2023	96,000	0.05%	192,000	0.09%
Financial Year Ending 2024	96,000	0.05%	192,000	0.09%
Financial Year Ending 2025	96,000	0.04%	192,000	0.09%
Total	288,000	0.14%	576,000	0.27%

The information in the tables above reflect a 3 year period based on the current annual remuneration for Mr Downes. If Shares are to be issued under the Fee Plan based on the assumptions above for 3 years after the date of the Meeting (the limit under ASX Listing Rule 10.15.7), then the possible dilution of current Shareholders reflected above would increase to 0.14% (based on 50% sacrifice) and 0.27% (based on 100% sacrifice).

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Shares under the Fee Plan to Mr Downes (or his nominee) constitutes giving a financial benefit and Mr Downes is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Downes) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares, because the agreement to issue the Shares, under the Fee Plan reached as part of the remuneration package for Mr Downes, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;

- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Shares under the Fee Plan to Mr Downes falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 4 seek the required Shareholder approval for the issue of the Shares under the Fee Plan under and for the purposes of Listing Rule 10.14.

5.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shares to Mr Downes under the Fee Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares under the Fee Plan (because approval is being obtained under Listing Rule 10.14), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Downes under the Fee Plan and the Company will be required to pay Mr Downes' director fees in cash.

5.5 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- (a) the Shares to be issued under the Fee Plan are to be issued to Mr Downes (or their nominee), who falls within the category set out in Listing Rule 10.14.1 by virtue of Mr Downes being a Director;
- (b) the maximum number of Shares that may be acquired by Mr Downes under the Fee Plan is not presently ascertainable due to it being based on a formula which includes a future VWAP of the Shares and depends upon the percentage of remuneration Mr Downes elects to be satisfied by the issue of Shares. This Notice sets out the method by which the number of Shares to be issued will be calculated above. The maximum number of Shares to be issued for each calendar month will be equal to the amount of Mr Downes' director fees (elected to be sacrificed for such period) divided by the VWAP of the Shares trading on ASX in such calendar month as shown in the example set out in section 5.1 above;
- (c) the Company has not previously issued any Shares under the Fee Plan;
- (d) any Shares issued under the Fee Plan will rank equally with all existing Shares on issue;
- (e) the Company is seeking Shareholder approval for the issue of Shares to Mr Downes under the Fee Plan so that the Company has flexibility to issue such Shares to Mr Downes in lieu of accrued cash payments for remuneration, which will allow the Company to maintain its cash reserves to the extent of Mr Downes' participation in the Fee Plan;

- (f) the Shares issued under the Fee Plan in lieu of accrued cash payments will be issued at a cost equal to the value of Mr Downes's director fees that would otherwise be payable by the Company in cash;
- (g) the consideration payable will be equal to Mr Downes' fees foregone by Mr Downes who accepts an offer;
- (h) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares under the Fee Plan upon the terms proposed;
- (i) the total remuneration package for Mr Downes for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Director	Current Financial Year Ending 30 June 2023	Previous Financial Year Ending 30 June 2022
John Downes	\$48,000	\$33,806.45 ¹

Notes:

1. Mr Downes was appointed as a Director on 18 October 2021.
- (j) Shares issued under Resolution 4 will be issued no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
 - (k) the issue price of the Shares issued under the Fee Plan will be nil, as such no funds will be raised from the issue of the Shares;
 - (l) a summary of the material terms and conditions of the Fee Plan is set out in Schedule 1;
 - (m) no loans will be made to Mr Downes in connection with the acquisition of Shares under the Fee Plan;
 - (n) details of any Shares issued under the Fee Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
 - (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Fee Plan after Resolution 4 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14;
 - (p) the relevant interests of Mr Downes in securities of the Company as at the date of this Notice are set out below:

Director	Shares	Options	Performance Rights	Performance Shares
John Downes	Nil	Nil	Nil	Nil

- (q) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0.52	14 January 2022
Lowest	0.195	14 October 2022 and 17 October 2022
Last	0.205	17 October 2022

- (r) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 4; and
- (s) a voting exclusion statement is included in Resolution 4 of the Notice.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

6.1 General

On 2 February 2022, the Company issued 31,120 Shares in consideration for the consulting services provided by Deutsche Gesellschaft für Wertpapieranalyse GMBH.

The Shares were issued under the Company's placement capacity under Listing Rule 7.1.

As summarised in Section 5.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 5 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

6.3 Technical information required by Listing Rule 7.5

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

- (a) the Shares were issued to Ms Katharina Löckinger as partial consideration pursuant to the terms of the Consultancy Agreement between the Company and Deutsche Gesellschaft für Wertpapiersanalyse GMBH;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 31,120 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Company issued the Shares on 2 February 2022;
- (e) the Shares were issued at a nil issue price, in consideration for consulting services provided by Deutsche Gesellschaft für Wertpapiersanalyse GMBH. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to satisfy the Company's obligations under the consultancy agreement; and
- (g) the Shares were issued to Ms Katharina Lockinger under the consultancy agreement. Pursuant to the terms of the consultancy agreement, Deutsche Gesellschaft für Wertpapiersanalyse GMBH provides consultancy services to the Company. In consideration for the ongoing provision of consultancy services, the Company will pay \$7,500 each quarter. With regards to the Shares, the quarterly fee was satisfied by the issue of the Shares, at a deemed issue price of the 15 day VWAP of Shares as at 2 February 2022, for the issue of the Shares.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

7.1 General

On 14 October 2022, the Company issued 21,008 Shares, in consideration for the consulting services provided by Deutsche Gesellschaft für Wertpapiersanalyse GMBH.

The Shares were issued under the Company's placement capacity under Listing Rule 7.1.

As summarised in Section 5.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting.

7.3 Technical information required by Listing Rule 7.5

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

- (a) the Shares were issued to Ms Katharina Löckinger as partial consideration pursuant to the terms of the Consultancy Agreement between the Company and Deutsche Gesellschaft für Wertpapiersanalyse GMBH;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 21,008 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Company issued the Shares on 14 October 2022;
- (e) the Shares were issued at a nil issue price, in consideration for consulting services provided by Deutsche Gesellschaft für Wertpapiersanalyse GMBH. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to satisfy the Company's obligations under the consultancy agreement; and
- (g) the Shares were issued to Ms Katharina Lockinger under the consultancy agreement. Pursuant to the terms of the consultancy agreement, Deutsche Gesellschaft für Wertpapiersanalyse GMBH provides consultancy services to the Company. In consideration for the ongoing provision of consultancy services, the Company will pay \$7,500 each quarter. With regards to the Shares, the quarterly fee was satisfied by the issue of the Shares, at a deemed issue price of the 15 day VWAP of Shares as at 14 October 2022.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

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

Company means Clearvue Technologies Limited (ACN 071 397 487).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR AND EMPLOYEE FEE PLAN

- (a) All employees (full and part-time), officers, consultants, contractors and executive and non-executive directors of the Company (**Participants**) and any related entity and any nominee of such parties shall be entitled during the term of the Fee Plan (**Plan**) to elect by notice in writing to the Company (**Election Notice**) to be paid some or all of the remuneration due and owing to them by the Company from time to time as fees for services (Outstanding Remuneration) by way of an issue of Shares (**Plan Shares**).
- (b) Subject to paragraph (c), an Election Notice may be given by a Participant at any time (including prior to a calendar month's end) provided it is given no later than 5 business days after the end of such calendar month during the Plan and shall specify:
- (i) the amount of any Outstanding Remuneration that a Participant wishes to be paid by way of Plan Shares under the Plan; and
 - (ii) whether the Participant wishes to have the Plan Shares issued in his or her own name or in the name of a nominee (**Recipient**).
- (c) An Election Notice may be given to the Company in any manner permitted under the Constitution for service by the Company of notices.
- (d) Upon receipt of an Election Notice, Plan Shares may be issued to each Participant who elects to be issued Plan Shares in lieu of any Outstanding Remuneration at the discretion of the Board.
- (e) For Participants who give an Election Notice for a relevant calendar month, the deemed issue price of Plan Shares to be issued under such Election Notice will be equal to the VWAP for Shares calculated over the relevant calendar month.
- (f) Any fractional entitlement to be issued Plan Shares shall be rounded down to the nearest whole number.
- (g) The Company shall:
- (iii) issue the Plan Shares to a Recipient as soon as practicable after conclusion of the calendar month to which the Outstanding Remuneration relates;
 - (iv) forthwith deliver a holding statement to the Recipient in respect of the Plan Shares; and
 - (v) cause the Plan Shares to be listed on ASX as soon as reasonably practicable at the Company's cost and expense.
- (h) The obligation of the Company to issue any Plan Shares is subject to the receipt of any approvals required under:
- (vi) the ASX Listing Rules; and
 - (vii) the Corporations Act.
- (i) Notwithstanding any other provision of the Plan, where a Participant is a director or otherwise a related party of the Company, that Participant may only receive

the number of Plan Shares as approved by shareholders of the Company under the ASX Listing Rules and the Corporations Act.



ClearVue Technologies Limited | ACN 071 397 487

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **3.00pm (AWST) on Saturday, 26 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of ClearVue Technologies Limited, to be held at **3.00pm (AWST) on Monday, 28 October 2022 at ClearVue Headquarters, Unit 7, 567 Newcastle Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

--

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Victor Rosenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to issue shares under the Director and Employee Fee Plan – John Downes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of prior issue of 31,120 shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of prior issue of 21,008 shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CPV

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	
	<div style="display: flex; justify-content: space-around; align-items: center;"> / / </div>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).