



**CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487**

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at

Ground Floor, 16 Ord Street, West Perth WA 6005

on 1 November 2017 at 9.30am (WST).

Should you wish to discuss any matters prior to the meeting please contact the Company Secretary by telephone on +618 9482 0500.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of ClearVue Technologies Limited (**Company**) will be held at Ground Floor, 16 Ord Street, West Perth WA on 1 November 2017 at 9.30am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Act 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 30 October at 5pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

ORDINARY BUSINESS

1. Resolution 1 – Approval of Employee Incentive Scheme

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

"That, for the purpose of clause 24 of the Constitution and for all other purposes, Shareholders approve the establishment of an employee incentive scheme to be called the 'ClearVue Technologies Limited Employee Incentive Scheme' and the issue of Securities under that scheme on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any employee incentive scheme of the Company) and any of his associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - 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.

However, the above prohibition does not apply if:

- (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.

2. Resolution 2 – Replacement of Constitution

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

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

3. Resolution 3 – Increase in Aggregate Non-Executive Director Remuneration Pool

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 13.8 of the Constitution, clause 14.7 of the Proposed Constitution and for all other purposes, shareholders approve the total remuneration pool available for Board fees paid to non-executive directors of the Company of \$350,000 (inclusive of statutory entitlements) with effect from the date of this Meeting in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director or any of their associates. However, the Company need not disregard a vote if it is cast by a Director 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - 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.

However, the above prohibition does not apply if:

- (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.

BY ORDER OF THE BOARD

Victor Rosenberg
Executive Chairman
ClearVue Technologies Limited

Dated: 10 October 2017

Voting in person

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

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 2 or more votes may appoint 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 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 changes to the Corporations Act made in 2011 mean 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.

CLEARVUE TECHNOLOGIES LIMITED
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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the registered office of the Company, at Ground Floor, 16 Ord Street, West Perth WA 6005 on 1 November 2017 at 9.30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

<i>Ordinary Business</i>	
Section 2	Resolution 1 – Approval of Employee Incentive Scheme
Section 3	Resolution 2 – Replacement of Constitution
Section 4	Resolution 3 – Increase in Aggregate Non-Executive Director Remuneration Pool
Schedule 1	Definitions
Schedule 2	Summary of Employee Incentive Scheme

ORDINARY BUSINESS

2. Resolution 1 – Approval of Employee Incentive Scheme
2.1 General

Resolution 1 seeks Shareholders' approval for the adoption of the employee incentive scheme titled "ClearVue Technologies Limited Employee Incentive Scheme" (**Scheme**).

The Board has adopted the Employee Incentive Scheme to enable the Company to issue any of Options, Performance Rights or Shares to eligible participants being employees (full and part-time), directors, relevant contractors, casual employees and prospective parties in these capacities.

The Employee Incentive Scheme is intended to provide an opportunity to eligible participants to participate in the Company's future growth.



A copy of the Employee Incentive Scheme will be made available for inspection at the Meeting. A summary of the Employee Incentive Scheme is set out in Annexure 1.

3. Resolution 2 – Replacement of Constitution

3.1 General

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

Resolution 2 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and the ASX Listing Rules. The Directors believe this is required to prepare the Company for its application to be admitted to the Official List of the Australian Securities Exchange (**ASX**).

The Proposed Constitution also incorporates amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted in 2004.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

4. Resolution 3 – Aggregate Non-Executive Director Remuneration Pool

4.1 General

Clause 13.8 of the Constitution and clause 14.8 of the Proposed Constitution requires that remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increase by ordinary resolution of Shareholders in general meeting.

Resolution 3 seeks Shareholder approval to set the maximum aggregate of Directors' fees payable to the non-executive Directors at \$350,000 per annum, divided amongst the non-executive Directors in such proportion and manner as the non-executive Directors agree or, in default of that agreement, equally.

The total amount of Directors' fees payable includes superannuation contributions made by the Company or any of its child entities for the benefit of the non-executive

Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.

The Board considers that the proposed maximum aggregate amount of Directors' fees is appropriate, having regard to the expected size of the Company's Board on successful completion of its proposed initial public offer and ASX listing, and that it provides flexibility should the size and composition of the Board change over time.

Schedule 1 – Definitions

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

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

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.

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).

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.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proposed Constitution means the Company's constitution proposed to be adopted at this meeting pursuant to Resolution 2.

Proxy Form means the proxy form accompanying the Notice.

Relevant Person means:

- a. in respect of an Eligible Participant, that person; and
- b. in respect of a Nominee of an Eligible Participant, that Eligible Participant.

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

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

Shareholder means a holder of a Share.

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

Schedule 2 – Summary of Employee Incentive Scheme

The Company has established an employee incentive scheme (**Scheme**). The full terms of the Scheme may be inspected at the registered office of the Company during normal business hours.

(a) Eligibility and Grant of Options: The Board may grant Options to any Director, full or part time employee, or casual employee or contractor who falls within ASIC Class Order 14/1000, of the Company or an associated body corporate (Eligible Participant). The Board may also offer Options (Offer) to a prospective Eligible Participant provided the Offer can only be accepted if they become an Eligible Participant. Options may be granted by the Board at any time.

(b) Consideration: Each Option granted under the Plan will be granted for no more than nominal cash consideration.

(c) Conversion: Each Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(d) Exercise Price and Expiry Date: The exercise price and expiry date for Options granted under the Plan will be determined by the Board prior to the grant of the Options.

(e) Exercise Restrictions: The Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Options (Exercise Conditions). Any restrictions imposed by the Directors must be set out in the offer for the Options.

(f) Lapsing of Options: An unexercised Option will lapse:

(i) on its Expiry Date;

(ii) if any Exercise Condition is unable to be met and is not waived, as determined by the Board; or

(iii) subject to certain good leaver exceptions or a determination by the Board, where the Eligible Participant ceases to be an Eligible Participant.

(g) Disposal of Options: Options will not be transferable except to the extent the Plan or any offer provides otherwise.

(h) Quotation of Options: Options will not be quoted on the ASX, except to the extent provided for by the Plan or unless an offer provides otherwise.

(i) Trigger Events: The Company may permit Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.

(j) Participation generally: There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Rights Issues and Bonus Issues: If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the option exercise price shall be reduced according to the formula specified in ASX Listing Rule 6.22.2. In the event of a bonus issue of Shares being made pro rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option will include the number of bonus Shares

that would have been issued if the Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of the Option.

(l) Reorganisation: The terms upon which Options will be granted will not prevent the Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.

(m) Limitations on Offers: The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

PROXY FORM

CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487

PROXY FORM

By post:

ClearVue Technologies
PO Box 902
West Perth
WA 6872

Delivery:

ClearVue Technologies
Ground Floor 16 Ord Street
West Perth
WA 6005

By facsimile:

+61 8 9482 0505

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____ of _____

being a Shareholder/Shareholders of the Company entitled to attend and vote at the Meeting, hereby appoint:

**The Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting (or the Chairman's nominee), as my/our proxy to act generally at the Meeting to be held at 9.30am (WST) on 1 November 2017 at Ground Floor, 16 Ord Street, West Perth WA 6005, 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, except as provided below).

AUTHORITY FOR CHAIRMAN TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chairman as my/our proxy (or where the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

	Abstain	For	Against
Resolution 1 Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Increase in Aggregate Non-Executive Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders should sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (WST).

Business address: Ground Floor, 16 Ord Street, West Perth WA 6005

Postal address: PO Box 902, West Perth, WA 6872

Facsimile: 08 9482 0505