



ENVIRONMENTAL CLEAN TECHNOLOGIES LIMITED

ACN 009 120 405

PROSPECTUS

For an offer of 1,000 Shares at an issue price of A\$0.12 per Share to raise A\$120 (**Offer**). The Offer is being undertaken primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares recently issued by the Company.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

IMPORTANT INFORMATION

This Prospectus is dated 19 August 2026 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 21, 459 Collins Street, Melbourne VIC 3000 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (refer to Section 4.3).

The New Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for New Shares under the Offer will only be accepted on an Application Form that is attached to, or provided by the Company with a copy of this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of New Shares under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws.

This Prospectus does not constitute an offer of the New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. This Prospectus is important and should be read in its entirety before deciding to participate in the Offer. This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 3.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to AWST, unless otherwise indicated.

CORPORATE DIRECTORY

Directors

Mr Faldi Ismail – Executive Chairman
Mr Jefferson Harcourt – Non-Executive Director
Mr Justin Mouchacca – Non-Executive Director

Senior Management

Mr Justin Sharp – Chief Technology Officer

Company Secretary

Mr Jonathan Lee

Registered Office

Level 21, 459 Collins Street,
Melbourne VIC 3000
Email: info@ectltd.com.au
Website: <https://ectltd.com.au/>

Share Registry

Automatic Registry Services
Suite 5, Level 12, 530 Collins Street,
Melbourne VIC 3000
Phone (within Australia): 1300 288 664
Phone (outside Australia): +61 2 9698 5414

Auditor

William Buck
20/181 William Street,
Melbourne VIC 3000

Lawyers

Thomsons
Level 29, Central Park Tower,
152-158 St Georges Terrace,
Perth WA 6000

ASX Code: ECT

PROPOSED TIMETABLE

Key Dates	Date*
Lodgement of Prospectus with ASIC and ASX	19 August 2026
Opening Date of Offer	19 August 2026
Closing Date	19 August 2026

** These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates without prior notice.*

RISK FACTORS

There are a number of risks associated with investing in the Company and in the share market generally. The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can affect the value of an investment in the Company.

An investment in the Company is speculative in nature and investors should be aware that they may lose some or all of their investment. Prospective investors should read this Prospectus in its entirety, and in particular, consider the risk factors detailed in Section 3.

1 Details of the Offer

1.1 The Offer

The Company is offering, pursuant to this Prospectus, 1,000 Shares (**New Shares**) at an issue price of A\$0.12 each (**Offer**).

All of the New Shares offered under this Prospectus will rank equally with the existing Shares on issue as at the date of this Prospectus. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the New Shares.

The Company is only extending the Offer to specific parties on invitation from the Directors. The Company will only provide Application Forms to these parties.

This Prospectus has been issued, and the Offer is being undertaken, to facilitate secondary trading of the following various issues of Shares by the Company, as they were issued without disclosure under Part 6D.2 of the Corporations Act:

(a) Placement Shares

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

- (i) Tranche 1: a placement of 88,709,808 Shares (**Tranche 1 Placement Shares**) to raise A\$10,645,177 (before costs) utilising the Company's existing placement capacity pursuant to Listing Rule 7.1 and 7.1A (**Tranche 1 Placement**); and
- (ii) Tranche 2: a placement of 11,290,192 Shares (**Tranche 2 Placement Shares**) to raise A\$1,354,823, subject to shareholder approval at a general meeting to be held by the Company (**Tranche 2 Placement**).

The Tranche 1 Placement Shares were issued on 18 August 2026 (prior to the lodgement of this Prospectus).

The Placement is being undertaken in conjunction with the Company's acquisition of 100% of the issued share capital in Xenica Materials Pty Ltd (**Acquisition**), pursuant to a share purchase agreement entered into between the Company, Xenica Materials Pty Ltd (**Xenica**) and Xenica's shareholders (**Share Purchase Agreement**). Xenica is a private Australian company which holds an exclusive licence from William Marsh Rice University (**Rice University or Rice**) (**Licence Agreement**), through its wholly owned subsidiary, to use Rice's proprietary Flash Joule Heating (**FJH**) technology for the production of MXenes and two-dimensional amorphous carbon (**MXenes FJH Technology**). Refer to the Company's ASX announcement dated 4 August 2026 for further details on the Placement and Acquisition.

(b) Consultant Shares

The Company has entered into a research services agreement with Breakout Media Pty Ltd (**Breakout Media**), under which Breakout Media will provide issuer-sponsored research, publication and investor distribution services to the Company for a fixed 12-month term.

As partial consideration for the research, publication and investor distribution services, the Company issued 1,000,000 Shares to Breakout Media on 18 August 2026 which are subject to a 6-month voluntary escrow period commencing from the date of issue (**Consultant Shares**). The Consultant Shares were issued utilising the Company's existing placement capacity pursuant to Listing Rule 7.1. Refer to the Company's ASX announcement and Appendix 2A dated 19 August 2026 for further details.

1.2 Removal of Secondary Trading Restrictions

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months after the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to the Tranche 1 Placement Shares and Consultant Shares issued by the Company so that the holders of the Tranche 1 Placement Shares and Consultant Shares, if they choose to, may sell those Tranche 1 Placement Shares and Consultant Shares within the 12 months following their issue, without the issue of a prospectus.

The Company did not issue the Tranche 1 Placement Shares and Consultant Shares with the purpose of the persons to whom they were issued selling or transferring the Tranche 1 Placement Shares or Consultant Shares or granting, issuing or transferring interests in the Tranche 1 Placement Shares and Consultant Shares within 12 months of the issue, however this Prospectus provides them with the ability to do so should they wish.

1.3 Purpose of this Prospectus

The purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Tranche 1 Placement Shares and Consultant Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

1.4 Minimum subscription

There is no minimum amount to be raised under the Offer.

1.5 Closing Date

The closing date for the Offer is 5:00pm (AWST) on 19 August 2026 (**Closing Date**) or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.6 Application Forms

The Company will send this Prospectus, together with the Application Form, to selected persons whom the Directors determine are eligible to participate in the Offer.

If you wish to subscribe for New Shares under the Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions in the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Shares.

If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.7 Issue and Dispatch

All New Shares under the Offer are expected to be issued on or before the dates specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

1.8 Application Monies held on trust

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

1.9 ASX Quotation

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made within seven days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act without interest.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

1.10 CHESS

The Company participates in the Clearing House Electronic Sub-Register System, known as CHESS, operated by ASX Settlement Pty Limited (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by share registry and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.11 Applicants outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of New Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.12 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

1.13 Risk factors

An investment in New Shares under this Prospectus should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company, which are detailed in Section 3.

1.14 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under the Offer.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under the Offer.

1.15 Major Activities and Financial Information

A summary of the major activities and financial information relating to the Company can be found in the Company's annual financial report for the year ended 30 June 2025, which was lodged with ASX on 29 August 2025 (**Annual Report**). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report are detailed in Section 4.3.

Copies of the Annual Report are available free of charge from the Company. The Directors strongly recommend that Applicants review these documents and all other announcements prior to deciding whether or not to participate in the Offer.

1.16 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's

or its subsidiaries' agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Acceptance.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.17 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary at info@ectltd.com.au or +61 3 8630 3321.

2 Effect of the Offer

2.1 Effect of the Offer on the Capital Structure

The effect of the Offer on the capital structure of the Company, assuming the New Shares are issued, is as follows:

Class	Shares	Options
Securities on issue at the date of this Prospectus	358,839,231	55,433,337
Securities issued under the Tranche 1 Placement	88,709,808	-
New Shares to be issued under the Offer	1,000	-
Consultant Shares	1,000,000	-
Total	448,550,039	55,433,337

Notes:

- As detailed in the Company's two ASX announcements released on 4 August 2026, the Company is also proposing to issue, subject to Shareholder approval:
 - 60,000,000 Shares in respect to the Acquisition which are subject to a 6-month voluntary escrow period commencing from the date of issue;
 - the Tranche 2 Placement Shares;
 - 20,000,000 Options to Metallium Ltd (**Metallium**) as partial consideration pursuant to the research, development and engineering agreement between Metallium and the Company. The Options expire 12 months from the date of issue and have an exercise price of A\$0.18; and
 - 10,000,000 Options to Peloton Capital Pty Ltd and AE Advisors Group, each for providing joint lead manager services in relation to the Placement. The Options expire 2 years from the date of issue and have an exercise price of A\$0.18.

2.2 Effect of the Offer on the Company

After paying for the expenses of the Offer of approximately A\$8,206, there will be no proceeds from the Offer. The expenses of the Offer exceeding A\$120 (being the amount raised if the Offer is fully subscribed) will be met from the Company's existing cash reserves.

The Offer will have a minimal effect on the Company's financial position, being receipt of funds of A\$120 less costs of preparing this Prospectus.

2.3 Market Price of Shares

The highest and lowest market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: A\$0.145 per Share on 11 May 2026

Lowest: A\$0.096 per Share on 27 May 2026

On 18 August 2026, being the last practicable date prior to the date of lodgement of this Prospectus with ASIC, the closing market sale price of the Shares on ASX was A\$0.12 per Share.

2.4 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

3 Risk Factors

The New Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company and no assurances can be made that the Company's particular interests or projects will be successful. Potential investors should consider whether the New Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors detailed below.

This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

3.1 Specific Risks Associated with the Company

Applicants should be aware of the risks specific to an investment in the Company, which may include, but are not limited to those risks detailed below:

(a) Development, commercialisation and marketing of the FJH technology

The success of the Company will depend upon the Company's ability to develop and commercialise the FJH technology (including, following completion of the Acquisition, the MXenes FJH Technology). A failure to successfully develop and commercialise the FJH technology (including the production of MXenes) could lead to a loss of opportunities and impact on the Company's operating results and financial position.

If the Company is successful in developing the FJH technology (including the production of MXenes), there may be further additional risks associated with how the technology fits within industry standards and issues faced with production which may affect revenue.

The global marketplace for most products is ever-changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns. There is a risk that if the FJH technology (including the MXenes FJH Technology) is not accepted by the market, the Company will not be able to commercialise its products, which could materially adversely impact the Company's operations.

By its nature, there is no guarantee that the FJH technology (including the MXenes FJH Technology) development and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty creating market awareness of the FJH technology (including the MXenes FJH Technology). This may have an adverse impact on the Company's potential to generate revenue. Even if the Company does successfully commercialise the FJH technology (including the MXenes FJH Technology), there is a risk the Company will not achieve a commercial return. For example, new technology may overtake the Company's technology.

(b) Acquisition Risk

If completion of the Acquisition does not occur (for whatever reason and noting it remains subject to Shareholder approval), the Company will not have the right to Rice's MXenes FJH Technology and will not be able to proceed with the arrangements in respect to the MXenes FJH Technology, including the research, development and engineering agreement with Metallium (refer to the ASX announcement dated 4 August 2026 for further details).

Failure to complete the Acquisition and to acquire the licence to the MXenes FJH Technology will have an impact to the Company's business plans, objectives and growth strategy and may have material adverse effect on the current and future operations, financial condition and prospects of the Company (including the Company's Share price).

(c) Protection of intellectual property rights

If the Company fails to protect its intellectual property rights adequately, competitors may gain access to the COLDry and/or the FJH technology (including the MXenes FJH Technology) which may harm its business. Securing rights to intellectual property, and in particular patents, is an integral part of securing potential product value from the

development of technology such as the COLDry and/or the FJH technology (including the MXenes FJH Technology). Competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patents disputes for which there can be no guaranteed outcome.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in all countries where the COLDry and/or the FJH technology (including the MXenes FJH Technology) may eventually be sold. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating the intellectual property.

Market conditions depending, the Company may be required to incur significant expenses in monitoring and protecting future intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

As the FJH technology (including the MXenes FJH Technology) will be licenced from Rice, there is an additional risk that Rice fails to maintain valid intellectual property protections in respect of the FJH technology (including the MXenes FJH Technology), which may result in competitors being entitled to apply for patents in the same area. In addition, unauthorised use of the FJH technology (including the MXenes FJH Technology) in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(d) Future capital requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully developed and commercialised. The future capital requirements of the Company will depend on many factors including its business development activities.

In order to successfully develop and commercialise its projects (including the production of MXenes), the Company will require further financing in the future, in addition to amounts raised pursuant to the Placement. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities or the registering of security interests over the Company's assets.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Securities in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(e) Contractual risk

The ability of the Company to achieve its stated objectives may be materially affected by the performance by the parties of its obligations under certain agreements. If any party defaults in the performance of its obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

3.2 General Risks

A summary of the major general risks is detailed below.

(a) **Securities investments**

Applicants should be aware that there are risks associated with any securities investment. There is no guarantee that an active trading market in the New Shares will develop or that the price of the New Shares will increase. The prices at which the New Shares trade may be above or below the price of the relevant Offer and may fluctuate in response to a number of factors. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the New Shares, regardless of the Company's operational performance.

(b) **Economic risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include, but are not limited to:

- (i) the level of direct and indirect competition against the Company
- (ii) general economic conditions;
- (iii) changes in Government policies, taxation and other laws;
- (iv) the strength of the equity and share markets in Australia and throughout the world;
- (v) industrial disputes in Australia and overseas;
- (vi) changes in investor sentiment toward particular market sectors;
- (vii) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- (viii) natural disasters, social upheaval or war.

(c) **Dilution**

In certain circumstances, the Directors may issue equity securities without any vote or action by Shareholders. If the Company were to issue any equity securities, the percentage ownership of Shareholders may be reduced and diluted.

(d) **Share market**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the securities may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) commodity price fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital; and
- (vii) terrorism or other hostilities.

There is also no guarantee that an active market in the New Shares will develop or that the price of the New Shares will increase. There may be relatively few buyers or sellers of Shares on the ASX at any particular time.

(e) **Unforeseen expenses**

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(f) **Macro-economic risks**

Changes in the general economic outlook in Australia and globally may affect the performance of the Company and its projects. Such changes may include:

- (i) uncertainty in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);
- (ii) increases in expenses (including the cost of goods and services used by the Company);
- (iii) new or increased government taxes, duties or changes in taxation laws; and
- (iv) fluctuations in equity markets in Australia and internationally.

A prolonged and significant downturn in general economic conditions may have a material adverse impact on the Company's trading and financial performance.

(g) **Broader general risks**

There are also a number of broader general risks that may affect the Company's performance. These include:

- (i) abnormal stoppages in normal business operations due to factors such as war, political or civil unrest, infrastructure failure or industrial disruption; and
- (ii) higher than budgeted costs associated with the provision of service offerings.

(h) **Currency risk**

In the future, the Company may operate in multiple international jurisdictions, which exposes the Company to multiple currencies and their future currency fluctuations. This may affect future profitability of the Company.

(i) **Taxation risk**

The acquisition and disposal of New Shares will have tax consequences that will differ for each investor depending on their individual financial circumstances. All potential investors in the Company are urged to obtain independent financial advice regarding the tax and other consequences of acquiring New Shares. To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to any tax consequences of applying for New Shares under this Prospectus.

(j) **Accounting standards**

Changes to any applicable accounting standards or to any assumptions, estimates or judgments applied by management in connection with complex accounting matters may adversely impact the Company's financial statements, results or condition.

3.3 **Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors and others not specifically referred to above, may, in the future, materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares.

4 Additional Information

4.1 Rights and Liabilities Attaching to New Shares

A summary of the rights attaching to the Shares of the Company is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to New Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to joint holder's joint and severable liability to pay all calls in respect of the Share they jointly hold, the rights of any preference Shareholders and the rights of the holders of any Shares created or raised under any special arrangement as to dividend, the dividend as declared shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder Liability**

As the New Shares issued under the Offer detailed in this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(g) **Variation of Rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 **Company is a Disclosing Entity**

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office (refer to Section 4.3 below).

4.3 Copies of Documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report for the period ending 30 June 2025 as lodged with ASX on 29 August 2025; and
- (b) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the issue of this Prospectus which are as follows:

Date Lodged	Subject of Announcement
29 August 2025	Appendix 4E and Annual Report to Shareholders
29 August 2025	Appendix 4G and Corporate Governance Statement
9 September 2025	Notification regarding unquoted securities – ECT
9 September 2025	Change of Director's Interest Notice
18 September 2025	Trading Halt
22 September 2025	Suspension from Official Quotation
23 September 2025	Small Shareholding Sale Facility
25 September 2025	Acquisition of Rice University PFAS Flash Joule Tech
25 September 2025	Proposed issue of Securities – ECT
25 September 2025	Proposed issue of Securities – ECT
25 September 2025	Proposed issue of Securities – ECT
25 September 2025	Proposed issue of Securities – ECT
25 September 2025	Reinstatement to Quotation

Date Lodged	Subject of Announcement
1 October 2025	Prospectus
1 October 2025	Application for quotation of securities - ECT
6 October 2025	Annual General Meeting Date
9 October 2025	Investor Presentation - PFAS Technology
23 October 2025	Notice of Annual General Meeting/Proxy Form
23 October 2025	Letter to Shareholders
30 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
13 November 2025	Completion of Small Shareholding Sale Facility
17 November 2025	Terrajoule appoints Chief Technical Officer
19 November 2025	Convertible Note Conversion by Major Shareholder
24 November 2025	Results of Meeting
1 December 2025	ECT Investor Presentation
1 December 2025	Renowned Attorney Robert Bilott Appointed as Board Advisor
1 December 2025	Proposed issue of securities - ECT
8 December 2025	World-Renowned Scientist Prof Tour Joins Advisory Board
11 December 2025	PFAS Licence Agreement Signed
23 December 2025	Appointment of Lewis Utting to Advisory Board
23 December 2025	Proposed issue of securities - ECT
24 December 2025	Application for quotation of securities - ECT
24 December 2025	Notification regarding unquoted securities - ECT
24 December 2025	Notification regarding unquoted securities - ECT
24 December 2025	Notification regarding unquoted securities - ECT
24 December 2025	Application for quotation of securities - ECT
24 December 2025	Application for quotation of securities - ECT
24 December 2025	Application for quotation of securities - ECT
24 December 2025	Notification regarding unquoted securities - ECT
24 December 2025	Application for quotation of securities - ECT
24 December 2025	Notification regarding unquoted securities - ECT
24 December 2025	Completion of Terrajoule Acquisition
24 December 2025	Cleansing Statement
29 December 2025	Change of Director's Interest Notice X2
30 December 2025	Top 20 securityholders
31 December 2025	Change in substantial holding
7 January 2026	Appointment of Company Secretary

Date Lodged	Subject of Announcement
12 January 2026	Appointment of Hirokazu Minami to Advisory Board
12 January 2026	Proposed issue of securities - ECT
23 January 2026	R&D Tax Incentive Rebate Received
27 January 2026	Quarterly Activities/Appendix 4C Cash Flow Report
5 February 2026	REM Technology Update - Progress on In-Situ PFAS Solution
27 February 2026	Capital Management Update
27 February 2026	Notification of buy-back - ECT
27 February 2026	Appendix 4D and December 2025 Half-year financial report
16 March 2026	Sale of Yallourn Property
17 March 2026	Appointment of Jefferson Harcourt as Non-executive Director
17 March 2026	Final Director's Interest Notice - van den Elsen
17 March 2026	Initial Director's Interest Notice - Harcourt
17 March 2026	Proposed issue of securities - ECT
1 April 2026	Company Secretary Change
7 April 2026	FJH Platform Expands to Destroy PFAS Captured on Adsorbents
9 April 2026	Change of Director's Interest Notice - Ismail
15 April 2026	Change in substantial holding
16 April 2026	Notification of cessation of securities - ECT
30 April 2026	Quarterly Activities/Appendix 4C Cash Flow Report
10 June 2026	ECT Commercialisation Review of COLDry
11 June 2026	Notification regarding unquoted securities - ECT
15 June 2026	Release of Shares from Escrow
15 June 2026	ECT Completes REM Pilot System, Targeting Commercial Demo
17 June 2026	ECT to List on U.S. OTCQB Market
18 June 2026	Notice of Extraordinary General Meeting/Proxy Form
18 June 2026	EGM - Letter to Shareholders & Proxy Form
29 June 2026	ECT PFAS Destruction Submission to US EPA
17 July 2026	Results of Meeting
22 July 2026	Notification regarding unquoted securities - ECT
22 July 2026	Notification of cessation of securities - ECT
23 July 2026	Pause in Trading
23 July 2026	Trading Halt
24 July 2026	Change of Director's Interest Notice X2
27 July 2026	Suspension from Quotation

Date Lodged	Subject of Announcement
30 July 2026	Continuation of Suspension from Quotation
31 July 2026	Quarterly Activities/Appendix 4C Cash Flow Report
4 August 2026	Response to ASX Price and Volume Query
4 August 2026	ECT Acquires Exclusive FJH Technology to Produce MXenes
4 August 2026	ECT Signs Metallium Deal to Fast-Track MXenes Production
4 August 2026	Proposed issue of securities – ECT
4 August 2026	Proposed issue of securities – ECT
4 August 2026	Proposed issue of securities – ECT
4 August 2026	Proposed issue of securities – ECT
4 August 2026	Reinstatement to Quotation
5 August 2026	Investor Presentation – ECT to Acquire FJH Tech for MXenes
19 August 2026	Application for quotation of securities - ECT
19 August 2026	Application for quotation of securities - ECT
19 August 2026	Completion of Tranche 1 Placement
19 August 2026	Yallourn Property Update
19 August 2026	ECT Secures MAX Phase Feedstock, Begins MXene Scale-Up

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company at Level 21, 459 Collins Street, Melbourne VIC 3000:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.12 and the consents provided by the Directors to the issue of this Prospectus.

The announcements are also available through the Company's website at <https://ectltd.com.au/>.

4.4 Information Excluded from Continuous Disclosure Notices

Other than as set out below, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

Xenica Inc, a wholly owned subsidiary of Xenica, has executed a non-binding indicative term sheet with Drexel University (**Drexel**) whereby it is proposed that:

- (a) Drexel will grant to Xenica Inc a non-exclusive worldwide license to use Drexel's patent rights for Xenica Inc to produce and sell MXene products in a field of use (being MXene materials sales and distribution for commercial use, except for any applications in EMI shielding, dialysis, biosignal electrodes, antennas, infrared shielding and military end use); and
- (b) Xenica Inc will pay to Drexel upfront consideration of USD\$10,000 and, within 45 days after the end of each calendar quarter, pay Drexel a 1% royalty of the sale of all MXene products sold utilising the Drexel license.

As at the date of this Prospectus, this transaction remains incomplete and subject to the parties negotiating and executing formal and binding transaction documentation. Shareholders are advised that there is no certainty that this arrangement will be formalised and that the parties will enter into a binding license agreement.

4.5 **Determination by ASIC**

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing New Shares under this Prospectus.

4.6 **Directors' Interests**

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or New Shares offered under this Prospectus.

4.7 **Directors' Interests in Securities**

The Directors' relevant interests in securities at the date of this Prospectus are detailed below:

Director	Shares	Options	Performance Rights
Mr Faldi Ismail ¹	11,484,851	1,250,000	7,500,000
Mr Jefferson Harcourt ¹	-	-	3,500,000
Mr Justin Mouchacca ²	-	1,000,000	-

Notes:

1. Refer to the Company's Change of Director's Interest Notice dated 24 July 2026.
2. Refer to the Company's Change of Director's Interest Notice dated 9 September 2025.

4.8 **Remuneration of Directors**

The remuneration of executive Directors is determined by the Board, subject to the provisions of any contract between each of them and the Company.

The Constitution provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The Directors' remuneration for the past two financial years is detailed in the below table:

Director		Short Term Benefits (A\$)	Superannuation (A\$)	Share Based Payments (A\$) (Non-cash)	Total (A\$)
Mr Faldi Ismail ¹	2025	555	-	-	555
	2026	105,000	-	483,733	588,733
Mr Justin Mouchacca ²	2025	24,704	-	-	24,704
	2026	50,000	-	41,600	91,600
Mr Jefferson Harcourt ³	2025	-	-	-	-
	2026	16,667	-	-	16,667

Notes:

1. Mr Faldi Ismail was appointed on 26 June 2025. Romfal Corporate Pty Ltd, an entity associated with Mr Faldi Ismail, also received \$18,000 for the provision of office rental services for 2026: \$12,000 (2025: Nil).
2. Mr Justin Mouchacca was appointed on 27 May 2025. JM Corporate Services Pty Ltd, an entity associated with Mr Mouchacca, also received \$120,000 for the provision of Company Secretarial and Accounting services during 2026 (2025: \$20,000).
3. Mr Jefferson Harcourt was appointed as a non-executive director on 17 March 2026 and will be paid director fees of \$50,000 per annum.

4.9 Related party transactions

There are no related party transactions involved in the Offer that are not otherwise detailed in the Prospectus.

4.10 Interests of Other Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Shares offered under this Prospectus.

Thomsons will be paid fees of approximately A\$5,000 (plus GST) in relation to the preparation of this Prospectus.

4.11 Expenses of Offer

The estimated expenses of the Offer are detailed below:

Estimated expenses of the Offer	Amount (A\$)
ASIC lodgement fee	3,206
Legal fees	5,000
TOTAL	8,206

4.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of New Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in

relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) has not authorised or caused the issue of this Prospectus or the making of the Offer;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (c) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Thomsons has given its written consent to being named as the solicitors to the Company in this Prospectus. Thomsons has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC. Thomsons has not authorised or caused the issue of this Prospectus or the making of the Offer. Thomsons makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement with ASIC of this Prospectus.

5 Authorisation

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company by:



Mr Faldi Ismail
Executive Chairman
Dated: 19 August 2026

6 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

means Australian dollars.

Acceptance means a valid acceptance of New Shares under the Offer made pursuant to this Prospectus on an Application Form.

Acquisition has the meaning given in Section 1.1.

Annual Report means the annual financial report of the Company for the period ending 30 June 2025 as lodged with ASX on 29 August 2025.

Applicant means a person who submits an Application Form.

Application means a valid application for Shares under the Offer made on an Application Form.

Application Form means an application form provided by the Company with a copy of this Prospectus.

Application Monies means application monies for New Shares received by the Company from an Applicant.

ASIC means Australian Securities and Investments Commission.

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date has the meaning given in Section 1.5.

Company means Environmental Clean Technologies Limited ACN 009 120 405.

Constitution means the constitution of the Company as at the date of this Prospectus.

Consultant Shares has the meaning given in Section 1.1(b).

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

Directors mean the directors of the Company as at the date of this Prospectus.

FJH Technology has the meaning given in Section 1.1.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

MXenes FJH Technology has the meaning given in Section 1.1(a).

New Shares has the meaning given in Section 1.1.

Offer has the meaning given in Section 1.1.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Option means the right to acquire one Share in the capital of the Company.

Placement has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Prospectus means this prospectus dated 19 August 2026.

Rice means William Marsh Rice University.

Section means a section of this Prospectus.

Securities mean any securities issued or granted by the Company.

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

Shareholder means a holder of Shares.

Share Purchase Agreement has the meaning given in Section 1.1.

Tranche 1 Placement has the meaning given in Section 1.1(a)(i).

Tranche 1 Placement Shares has the meaning given in Section 1.1(a)(i).

Tranche 2 Placement has the meaning given in Section 1.1(a)(ii).

Tranche 2 Placement Shares has the meaning given in Section 1.1(a)(ii).

Xenica means Xenica Materials Pty Ltd.