

CLEARVUE TECHNOLOGIES LIMITED

ACN 071 397 487

PROSPECTUS

For the offers of:

- (a) up to 2,676,333 Options to participants in the Placement, on the basis of one (1) free attaching Option for every three (3) Shares subscribed for and issued under the Placement, exercisable at \$0.75 each on or before the date that is two (2) years from the date of issue (**Placement Options**) (**Placement Options Offer**); and
- (b) up to 1,333,333 Options, on the basis of one (1) free attaching Option for every three (3) Shares issued to Eligible Shareholders under the Company's security purchase plan (**SPP**), on the same terms as the Placement Options (**SPP Options**) (**SPP Options Offer**),

(together, the **Offers**).

No funds will be raised under the Offers.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Options offered under this Prospectus should be considered as speculative.

CORPORATE DIRECTORY

Directors

Victor Rosenberg
Non-Executive Chairman

Jamie Lyford
Executive Director

Charles Mowrey
Non-Executive Director

Gerd Hoenicke
Non-Executive Director

Joint Company Secretaries

Harry Miller
Brett Tucker

ASX Code

CPV

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Share Registry*

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Auditors*

Grant Thornton Audit Pty Ltd
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Central Park
152-158 St Georges Terrace
PERTH WA 6000

** These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.*

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2. TIMETABLE AND IMPORTANT NOTES

2.1 Timetable

Action	Date*
Lodgement of this Prospectus with ASIC	5 March 2024
Opening date of the Offers	5 March 2024
Closing Date of the Offers**	19 March 2024
Issue of Options under the Offers	26 March 2024

** The above dates are indicative only and may change without prior notice.*

*** Applicants under the Offers should ensure that they have lodged their Application Form by this date.*

2.2 Important Notes

This Prospectus is dated 5 March 2024 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Options the subject of this Prospectus should be considered highly speculative.

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for Options under this Prospectus.

2.4 Risk factors

Potential investors should be aware that subscribing for Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Options and any Shares issued on the exercise of the Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Options pursuant to this Prospectus.

2.5 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (www.clearvuepv.com).

By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

2.6 Taxation implications

The Directors do not consider it appropriate to give Shareholders or new investors advice regarding the taxation consequences of applying for Options under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or new investors. As a result, Shareholders should consult their professional tax adviser in connection with applying for Options under this Prospectus.

2.7 Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.8 Disclaimer

No person is authorised to give information or to make any representation in connection with the Offers described in this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers. You should rely only on information in this Prospectus.

2.9 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 of this Prospectus.

2.10 Website – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.clearvuepv.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be resident of a Permitted Jurisdiction and must only access this Prospectus from within a Permitted Jurisdiction.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

3. BACKGROUND TO THE OFFERS

3.1 Placement

On 1 March 2024, the Company announced that it had received firm commitments for a placement of 8,029,000 Shares at an issue price of \$0.50 per Share to sophisticated, institutional and professional investors, to raise approximately \$4,014,500 (**Placement**).

The Placement includes the offer of up to 2,676,333 free-attaching Placement Options, being one (1) Placement Option for every three (3) Shares subscribed for and issued pursuant to the Placement. Fractional entitlements will be rounded down to the nearest whole number.

The Shares under the Placement are expected to be issued on 11 March 2024 utilising the Company's placement capacity pursuant to ASX Listing Rule 7.1. The Placement Options are the subject of the Placement Options Offer under this Prospectus.

3.2 SPP

In addition to the Placement, the Company is undertaking the SPP to Eligible Shareholders (as detailed below).

Under the SPP, Eligible Shareholders, will be entitled to apply for Shares up to the value of \$30,000 at \$0.50 per Share, together with one (1) free-attaching SPP Option for every three (3) Shares subscribed for and issued under the SPP.

This will mean that Eligible Shareholders can participate in the capital raising on the same terms as the participants in the Placement. Further details of the Placement and the SPP are set out in the ASX announcement released on 1 March 2024.

3.3 The Offers

3.3.1 Placement Options Offer

The Placement Options Offer is an offer of one (1) Placement Option for every three (3) Shares subscribed for and issued to participants in the Placement. Based on the number of Shares issued under the Placement, 2,676,333 Placement Options will be issued under the Placement Options Offer. No funds will be raised from the issue of the Placement Options.

The terms and conditions of the Placement Options are set out in Section 5.1. All of the Shares issued upon exercise of the Placement Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 5.2 for further information regarding the rights and liabilities attaching to the Shares.

No funds will be raised from the issue of Placement Options as they are free attaching to Shares issued under the Placement on a one for three basis.

3.3.2 SPP Options Offer

The SPP Options Offer is an offer of one (1) SPP Option for every three (3) Shares subscribed for and issued to participants in the SPP.

Based on the maximum number of Shares offered under the SPP, 1,333,333 Options are expected to be issued under the SPP Options Offer. The Company may, however, elect to accept oversubscriptions under the SPP, in which case a larger number of the SPP Options would be issued under the SPP Options Offer. No funds will be raised from the issue of the SPP Options.

The terms and conditions of the SPP Options are set out in Section 5.1. All of the Shares issued upon exercise of the SPP Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 5.2 for further information regarding the rights and liabilities attaching to the Shares.

No funds will be raised from the issue of SPP Options as they are free attaching to Shares issued under the SPP on a one for three basis.

3.4 Not underwritten

The Offers are not underwritten.

3.5 Minimum subscription

There is no minimum subscription for the Offers.

3.6 Applications

Placement Options Offer

The Placement Options Offer will only be extended to the participants who are participating in the Placement. Application Forms will only be provided to these participants on invitation by the Directors.

No subscription monies are payable for the Placement Options offered pursuant to this Prospectus under the Placement Options Offer as the Options are being issued on the basis of one (1) Placement Option for every three (3) Shares subscribed for and issued under the Placement.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**.

SPP Options Offer

The SPP Options Offer will only be extended to the participants who participate in the SPP. Application Forms will only be provided to these participants on invitation by the Directors.

No subscription monies are payable for the Options offered pursuant to this Prospectus under the SPP Options Offer as the Options are being issued on the basis of one (1) SPP Option for every three (3) Shares subscribed for and issued under the SPP.

Completed Application Forms must be returned to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**.

3.7 ASX listing

The Company will not apply for Official Quotation of the Options issued pursuant to this Prospectus.

3.8 Issue

Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for Options issued under the Offer will be mailed in accordance with the timetable set out at the commencement of this Prospectus.

3.9 Restrictions on the distribution of the Prospectus

These Offers do not, and are not intended to, constitute an offer 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.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Placement Options Offer is not being extended and Placement Options will not be issued to Shareholders with a registered address which is outside Australia, New Zealand or Germany. The SPP Options Offer is not being extended and SPP Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up

or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Germany

This document has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this document may not be made available, nor may the new Placement Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (**Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of new Placement Options in Germany is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

3.10 Enquiries

Any questions concerning the Offers should be directed to Harry Miller, Joint Company Secretary on +61 8 7129 0437 or via email at harry.miller@automicgroup.com.au.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the Offers

The purpose of the Placement Options Offer is to make an offer of free attaching Options to participants to the Placement on a one for three basis. The purpose of the SPP Options Offer is to make an offer of free attaching Options to participants to the SPP on a one for three basis.

No funds will be raised from the issue of the Options as they are being issued free-attaching to Shares issued to the participants under the Placement and the SPP.

4.2 Effect of the Offers

The principal effect of the Offers will be to increase the number of Options on issue from 18,425,000 as at the date of this Prospectus to 22,434,666.

4.3 Effect of the Offers on capital structure

The effect of the Offers on the Company's capital structure is set out below.

Options	Number
Options currently on issue ¹	18,425,000
Placement Options ²	2,676,333
SPP Options ²	1,333,333
Total Options on issue on completion of the Offer	22,434,666

Notes:

1. Comprising:
 - (a) 1,000,000 zero exercise price options exercisable on or before 30 October 2027;
 - (b) 2,000,000 Options exercisable at \$0.50 each on or before 13 December 2026;
 - (c) 2,000,000 Options exercisable at \$1.00 each on or before 13 December 2026;
 - (d) 2,625,000 Options exercisable at \$0.30 each on or before 30 November 2024;
 - (e) 2,500,000 Options exercisable at \$0.40 each on or before 30 November 2025;
 - (f) 3,000,000 Options exercisable at \$0.50 each on or before 30 November 2026;
 - (g) 300,000 Options exercisable at \$0.1425 each on or before 11 July 2024;
 - (h) 3,000,000 Options exercisable at \$0.2475 each on or before 12 July 2027; and
 - (i) 2,000,000 Options exercisable at \$0.75 each on or before 30 June 2024.
2. The rights and liabilities attaching to the Options are summarised in Section 5.1 of this Prospectus.

The Company currently has 230,014,643 Shares on issue. The Company has received firm commitments from investors to subscribe for 8,029,000 Shares under the Placement and a maximum of 4,000,000 Shares are being offered under the SPP (although the Company may elect to accept oversubscriptions under the SPP). There will be no resulting change to the number of Shares on issue by virtue of the Offers.

4.4 Financial effect of the Offers and pro-forma balance sheet

As stated above, there will be no proceeds from the Offers. The expenses of the Offer (approximately \$26,500) will be met from the Company's existing cash reserves. A total of \$6,014,500 is currently expected to be raised from the Placement and the SPP.

The Company's auditor reviewed balance sheet as at 31 December 2023, and the unaudited pro forma balance sheet as at 31 December 2023, shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming completion of the Placement and SPP and that no Options or convertible securities are exercised prior to the closing date of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	31 December 2023 (REVIEWED)	Effect of Capital Raising and Offers (UNAUDITED)	Pro-forma 31 December 2023 (UNAUDITED)
	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	\$1,177,571	\$6,000,000	\$7,177,571
Trade and other receivables	\$623,189	-	\$623,189
Other assets	\$263,308	-	\$263,308
TOTAL CURRENT ASSETS	\$2,064,068	\$6,000,000	\$8,064,068
NON-CURRENT ASSETS			
Plant and equipment	\$501,851	-	\$501,851
Right-of-use asset	\$118,957	-	\$118,957
Intangible assets	\$5,607,726	-	\$5,607,726
Other receivables	\$75,685	-	\$75,685
TOTAL NON-CURRENT ASSETS	\$6,304,218	-	\$6,304,218
TOTAL ASSETS	\$8,368,286	-	\$14,368,286
CURRENT LIABILITIES			
Trade and other payables	\$1,170,661	-	\$1,170,661
Lease liabilities	\$91,207	-	\$91,207
Provisions	\$135,477	-	\$135,477
TOTAL CURRENT LIABILITIES	\$1,397,346	-	\$1,397,346

NON-CURRENT LIABILITIES			
Lease liabilities	\$18,655	-	\$18,655
Provisions	\$58,382	-	\$58,382
TOTAL NON-CURRENT LIABILITIES	\$77,037	-	\$77,037
TOTAL LIABILITIES	\$1,474,382	-	\$1,474,382
NET ASSETS	\$6,893,904	\$6,000,000	\$12,893,904
EQUITY			
Share Capital	\$32,945,213	\$6,000,000	\$38,945,213
Share-based payments reserve	\$8,593,328		\$8,593,328
Retained earnings	(\$34,644,637)		(\$34,644,637)
TOTAL EQUITY	\$6,893,904	\$6,000,000	\$12,893,904

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Terms and Conditions of Options

The terms and conditions of the Options are as follows:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.75 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date which is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation 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) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

5.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares to be issued upon the exercise of the Options offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(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.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution 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 in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, 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**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which 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 to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, 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, 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 Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company 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 and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under 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.

(i) **Alteration of constitution**

In accordance with the Corporations Act, 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.

6. RISK FACTORS

6.1 Introduction

The Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Options pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Options.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Company specific

(a) Ability to earn Acceptable Returns from Projects / Sale of Products

No assurance can be given that the Company will achieve commercial viability through the Company's technology or otherwise. Until the Company is able to realise substantial value from its technology, it is likely to incur ongoing operating losses. There is no certainty that the Company will achieve profitability nor derive acceptable returns from the projects it undertakes. The Company's ability to achieve growth, in terms of both the numbers of projects and the revenue from its products and services sold and licensing undertaken and to increase profitability depends, in part, on the successful implementation of its business plan. There can be no assurance that the Company will be successful in implementing its strategy or that the Company will be able to anticipate or meet the needs of the market generally. If the Company is unable to implement its business strategy there may be adverse effects on its results of operations or financial condition. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Placement and SPP.

(b) Research and Development and Technical Risk

The Company's products are the subject of continuous research and development and will likely need to be substantially developed further in order to enable the Company to remain competitive, increase sales and improve the products' scalability. There are no guarantees that the Company will be able to undertake such research and development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

(c) **Technology Risk**

The Company's market involves rapidly evolving products and technological change. To succeed, the Company will need to research, develop, design, manufacture, assemble, test, market and support (i) substantial enhancements to its existing products and (ii) new products, on a timely and cost-effective basis. The Company cannot guarantee that it will be able to engage in research and development at the requisite levels. The Company cannot assure investors that it will successfully identify new technological opportunities and continue to have the needed financial resources to develop new products in a timely or cost-effective manner. At the same time, products and technologies developed by others may render the Company's products and systems obsolete or non-competitive.

(d) **Manufacturing and Supply Chain Risk**

The Company's products and component parts of its products are comprised of products and materials (such as, but without limitation, glass and aluminium elements, photovoltaic cell materials and nano- and -micro particles and quantum dots) available in the commercial market. The ability to source underlying products and materials to use in the manufacture of the Company's products may be impacted by any number of variables.

Additionally, the Company's estimated cost of components such as for glass and aluminium elements (or other components referred to above) may also vary due to availability of products, resources, materials or any variables that may impact on the cost of components or elements in its products.

Further the availability of licensees, subcontractors and suppliers to manufacture or create the final products to an acceptable quality may impact on the supply of products and the delivery of projects.

(e) **Construction / Installation Risks and Issues**

Construction / installation issues may arise due to variables that impact on the ability of the Company (or its licensees) to manufacture and install its products into new buildings, retrofit into existing buildings, employ in greenhouses including without limitation issues that arise in relation to building design, electrical integration and interconnection, any necessary development approvals, the availability of materials, the availability of subcontractors, performance of subcontractors, fabrication of elements, accessibility to sites, weather or any other aspect relating to the design, procurement, management or construction of projects where the Company's products are to be deployed.

The supply and installation of the Company products or their use will require various government and other approvals relevant to the product itself, the integration and interconnection of the product into the fabric of built structures and the use of the products at specific sites or for specific applications. The Company expects that for each use and for different territories where it will sell and install its products a range of government approvals will be required. There is no guarantee that any such required approvals will be granted in a particular situation which may limit or even prevent the sale of the Company's products.

(f) **Licensee Risk**

The Company's business model is reliant upon engaging licensees to manufacture and distribute its products. Whilst the Company will undertake all reasonable due diligence in its dealings with licensees and potential licensees and will endeavour to control licensees through license and other agreements, the Company may ultimately have limited control over the activities or actions of its licensees, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

(g) **Ability to Source and Deliver Projects**

The ability of the Company to generate and grow revenues depends in part on its capacity to source and develop new projects. There is no guarantee that the Company will be able to secure projects in the future nor deliver them in a way that will provide acceptable returns to shareholders.

(h) **Intellectual Property Rights**

A substantial part of the Company's commercial success will depend on its ability to maintain or as the case may be establish, and protect, its intellectual property, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

The Company currently has 29 patent families with granted or accepted patents and 87 patent applications (198 patents/applications in total) throughout the world. There is a risk that each pending application will not be granted. There is a further risk that the claims of each patent application, as filed, may change in scope during examination by the various patent and trade mark offices. Further, if and where a patent is granted, there can be no guarantee that such patent is valid or enforceable or that the patent will be granted in all countries in which applications have been filed.

The commercial value of these intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that the Company's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. There can be no assurance that any intellectual property which the Company (or entities it deals with) may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.

It is possible that third parties may assert intellectual property infringement, unfair competition or like claims against the Company under copyright, trade secret, patent, or other laws. While the Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has or will acquire an interest, such claims, if made, may harm, directly or indirectly, the Company's business.

If the Company is forced to defend claims of intellectual property infringement, whether they are with or without merit or are determined in the Company's favour, the costs of such litigation will be potentially significant and may divert management's attention from normal commercial operations.

Additionally, securing rights to (or developing) technologies complementing the Company's existing intellectual property will also play an important part in the commercial success of the Company. There is no guarantee that such rights can be secured or such technologies can be developed.

(i) **Third Party Relationship Risk**

The Company is dependent in part upon its relationships and alliances with industry participants. Some of the Company's partners do, or may in the future, assist the Company in the development of its products through testing, research and development, contract manufacturing, supplier or teaming arrangements. If any of the Company's existing relationships with partners were impaired or terminated, or if the Company was unable to implement additional partnering arrangements it may require from time to time, the Company could experience significant delays in the development of products, and would incur additional costs. Additionally, the Company may take a credit risk with regard to parties to whom it supplies products. In the event of such parties failing to meet its obligations to the Company on time or at all, the Company may be adversely affected.

(j) **Reputational Risk**

Any negative publicity regarding the Company, or its Board, officers or employees, or the performance of its products, will adversely affect the Company's ability to generate revenue.

(k) **Competition Risk**

The market in which the Company participates is competitive and characterised by rapid technological change. The Company's potential inability to improve existing product lines and develop new products and technologies could have a material adverse effect on the Company's business. In addition, the Company's competitors could introduce new products with greater capabilities or better pricing which could have a material adverse effect on the Company's business. The Company competes with larger companies with greater resources on the basis of performance, cost, overall value, delivery and reputation. Additionally, while the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

(l) **Government Regulation Risk**

The Company is subject to government regulation which may require it to obtain additional licenses and could limit its ability to sell their products. Failure to obtain the requisite licenses (if such licenses are required), meet registration standards or comply with other government export regulations, may affect the Company's ability to export such products or to generate revenues from the sale of products outside Australia, which could have a material adverse effect on the Company's business, financial condition and results of operations. Compliance with government regulations may also subject the Company to additional fees and costs. The absence of comparable restrictions on competitors in other countries may adversely affect the Company's competitive position.

(m) **Reliance on Key Personnel Risk**

A failure to attract and retain executive, business development, technical and other key personnel could reduce the Company's revenues and operational effectiveness. There is a continuing demand for relevant qualified personnel, and the Company believes that its future growth and success will depend upon its ability to attract, train and retain such personnel. Competition for personnel in the Company's industry is intense, and there is a limited number of persons with knowledge of, and experience in, this industry. An inability to attract or maintain a sufficient number of requisite personnel could have a material adverse effect on the Company's performance or on the Company's ability to capitalise on market opportunities.

6.3 Industry Specific

(a) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Placement and SPP. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its development and research programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(b) **Acquisitions**

The Company's growth strategy may involve finding and consummating acquisitions in areas complimentary to the Company's business. The Company may not be successful in identifying and acquiring suitable acquisition targets at acceptable cost. Further, acquisitions may require additional funding on acceptable terms, which may or may not be available at the relevant time. Further, the Company will experience competition in making acquisitions from larger companies with significantly greater resources.

(c) **International operations**

The Company expects to do business around the world. The Company's operations will therefore be subject to a number of risks inherent in global operations, including political and economic instability in foreign markets, inconsistent product regulation by foreign agencies or governments, imposition of product tariffs and burdens, cost of complying with a wide variety of international export laws and regulatory requirements, risks stemming from the Company's lack of local business experience in specific foreign countries, foreign currency fluctuations, difficulty in enforcing intellectual property rights, foreign taxes, and language and other cultural barriers. Additionally, operating an international business with sales in a number of legal jurisdictions will necessarily require substantial input from a variety of legal counsel and expose the Company to legal costs that may be disproportionately high relative to its revenues, and will be incurred regardless of whether the Company derives revenues from a given jurisdiction or at all.

(d) **Disputes**

The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and service providers. The Company may incur substantial legal and other costs in connection with such disputes.

(e) **Contracts in general**

There are a number of risks associated with contracts entered into by the Company, including the risk that those contracts may contain unfavourable provisions, or be terminated, lost or impaired, or renewed on less favourable terms.

(f) **Supply**

The Company may experience delivery delays if its contract or component manufacturers fail to deliver products.

(g) **Product liability**

As with all new products, there is no assurance that unforeseen adverse events or manufacturing defects will not arise in the Company's products. Adverse events could expose the Company to product liability claims or litigation, resulting in the removal of regulatory approval for the relevant products and/or monetary damages being awarded against the Company. In such event, the Company's liability may exceed the Company's insurance coverage, if any.

(h) **Data loss, theft or corruption**

The Company stores data in its own systems and networks and also with a variety of third party service providers. Exploitation or hacking of any of these systems or networks could lead to corruption, theft or loss of the data which could have a material adverse effect on the Company's business, financial condition and results. Further, if the Company's systems, networks or technology are subject to any type of 'cyber' crime, its technology may be perceived as unsecure which may lead to a decrease in the number of customers.

(i) **Foreign exchange**

The Company will be operating in a variety of jurisdictions, including China and Australia, and as such, expects to generate revenue and incur costs and expenses in more than one currency. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's results or operations and cash flows. For example, the appreciation or depreciation of the US dollar relative to the Australian dollar would result in a foreign currency loss or gain. Any depreciation of currencies in foreign jurisdictions in which the Company operates may result in lower than anticipated revenue, profit and earnings of the Company.

6.4 General risks

(a) **Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company, as well as on its ability to fund its operations.

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies.

(c) **Litigation risks**

The Company is exposed to possible litigation risks including without limitation tenure disputes, environmental claims, occupational health and safety claims, intellectual property claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(d) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. At present, the Company only has worker compensation insurance and Directors and Officers insurance in place. Insurance of all risks associated with the Company's business may not always be available and where available the costs may be prohibitive.

(e) **Economic conditions and other global or national issues**

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.

General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

6.5 Speculative investment

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 Options offered under this Prospectus.

Therefore, the Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Options.

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 Options pursuant to this Prospectus.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

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.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, 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 enquires 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 3 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 financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Description of Announcement
1 March 2024	Proposed issue of securities - CPV
1 March 2024	CPV secures \$4 million Placement and launches \$2 million SPP
29 February 2024	Appendix 4D and Interim Financial Report
27 February 2024	Trading Halt
16 February 2024	Amendment to Appendix 4C
14 February 2024	Investor Briefing - Commercialisation & Technology Update
12 February 2024	Application for quotation of securities - CPV
12 February 2024	Shares issued and cleansing notice
30 January 2024	Quarterly Activities Report and Appendix 4C
17 January 2024	ClearVue and LuxWall to collaborate on 'Zero Window'
15 January 2024	Proposed issue of securities - CPV
15 January 2024	\$1.725 Million At-The-Market Raise
10 January 2024	ClearVue secures first Australian order with CFMEU
8 January 2024	ClearVue signs MS Glass as Australian manufacturer
15 December 2023	Change of Directors Interest Notice x 4
14 December 2023	Notification regarding unquoted securities - CPV
14 December 2023	Application for quotation of securities - CPV
14 December 2023	Application for quotation of securities - CPV
14 December 2023	Issue of Securities and Cleansing Notice
30 November 2023	Results of Annual General Meeting
30 November 2023	2023 AGM - Chairman's Address and Investor Presentation
30 November 2023	ClearVue signs H T Glass to bolster SE Asian presence
28 November 2023	Release of shares from voluntary escrow
27 November 2023	Response to ASX Price Query

Date	Description of Announcement
22 November 2023	ClearVue appoints 8G Solutions as new US Distributor
16 November 2023	ClearVue appoints new distributor to enter African market
9 November 2023	ClearVue receives \$935k R&D Tax Credit
31 October 2023	Notification of cessation of securities - CPV
31 October 2023	Notification regarding unquoted securities - CPV
31 October 2023	Application for quotation of securities - CPV
31 October 2023	Shares Issued and Cleansing Notice
31 October 2023	Response to ASX Aware Letter
30 October 2023	ClearVue secures \$250k contract for 1st US solar greenhouse
27 October 2023	Quarterly Activities Report and Appendix 4C
24 October 2023	Notice of Annual General Meeting/Proxy Form
23 October 2023	Application for quotation of securities - CPV
23 October 2023	Shares issued and cleansing notice
23 October 2023	Proposed issue of securities - CPV
23 October 2023	ClearVue secures a five-year \$30m At-Call Funding Facility
3 October 2023	CPV Gen-2 IGUs Surpass Greenmark Platinum in BCA Test
28 September 2023	Appendix 4G and Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.clearvuepv.com.

7.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

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

	Price	Date
Highest	\$0.78	19 January 2024
Lowest	\$0.42	18 – 20 December 2023
Last	\$0.54	5 March 2024

7.4 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following person (together with their associates) has a relevant interest in 5% or more of the Shares on issue in the Company:

Shareholder	Shares	% ¹
Victor Rosenberg	27,070,198	11.77%

Notes:

1. Based on the total issued capital of 230,014,643 Shares prior to the issue of Shares under the Placement and SPP.

There will be no change to the substantial holders on completion of the Offers.

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options	Performance Rights
Victor Rosenberg	27,070,198 ¹	1,000,000 ²	10,000,000 ³
Jamie Lyford	9,456,618 ⁴	1,000,000 ⁵	-
Charles Mowrey	-	1,000,000 ⁶	-
Gerd Hoenicke	236,900	1,000,000 ⁶	-

Notes:

1. 6,293,012 Shares held directly, 20,327,186 Shares held indirectly by Luminate Pty Ltd (of which Mr Rosenberg is a director and shareholder) and 450,000 Shares held indirectly by Mr Victor Rosenberg and Miss Jacqueline Rosenberg ATF The Vic Rosenberg S/F A/C (of which Mr Rosenberg is a director and beneficiary).
2. 500,000 Options exercisable at \$1.00 each on or before 13 December 2026 held indirectly by Luminate Pty Ltd and 500,000 Options exercisable at \$0.50 each on or before 13 December 2026 held indirectly by Mr Victor Rosenberg and Miss Jacqueline Rosenberg ATF The Vic Rosenberg S/F A/C.

3. Held indirectly by Luminate Pty Ltd.
4. 7,050,000 Shares held indirectly by Elevation Ventures Pty Ltd ATF J3 A/C (of which Mr Lyford is a director and beneficiary) and 2,406,618 Shares held indirectly by Elevation Ventures Pty Ltd ATF Lyford Samaras Super A/C (of which Mr Lyford is a director and beneficiary).
5. 500,000 Options exercisable at \$1.00 each on or before 13 December 2026 held indirectly by Elevation Ventures Pty Ltd ATF J3 A/C and 500,000 Options exercisable at \$0.50 each on or before 13 December 2026 held indirectly by Elevation Ventures Pty Ltd ATF Lyford Samaras Super A/C.
6. 500,000 Options exercisable at \$1.00 each on or before 13 December 2026 and 500,000 Options exercisable at \$0.50 each on or before 13 December 2026.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$350,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Remuneration for Financial Year ended 30 June 2023	Proposed remuneration for Financial Year ending 30 June 2024
Victor Rosenberg	\$329,169	\$468,196 ¹
Jamie Lyford	\$91,906	\$668,861 ²
Charles Mowrey	\$10,000	\$522,736 ³
Gerd Hoenicke	\$10,000	\$432,736 ⁴

Notes:

1. Comprising directors' salary of \$86,000, a superannuation payment of \$9,460 and share based payments of \$372,736.
2. Comprising directors' fees and salary of \$267,771, a superannuation payment of \$28,355 and share based payments of \$372,736.
3. Comprising directors' fee and salary of \$150,000 and share based payments of \$372,736.
4. Comprising directors' fee of \$60,000 and share based payments of \$372,736.

7.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$120,165.99 (excluding GST and disbursements) for legal services provided to the Company.

7.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Options), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, 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) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes 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.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.8 Estimated expenses of Offers

The total expenses of the Offers are estimated to be approximately \$26,500 as follows:

Expense	(\$)
ASIC Fees	3,206
ASX Fees	2,721
Legal Fees	20,000
Miscellaneous, printing and other expenses	573
Total	26,500

7.9 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company www.clearvuepv.com or email hello@clearvuepv.com and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.10 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing certificates to investors. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Options issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.11 Privacy Act

If you complete an application for Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your 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.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

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. You should note that if you do not provide the information required on the application for Options, the Company may not be able to accept or process your application.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

9. DEFINITIONS

\$ means Australian dollars.

Application Form means the application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

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.

Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended or brought forward).

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

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

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

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

Eligible Shareholders are Shareholders with a registered address in Australia or New Zealand who were registered holders of Shares on the SPP record date, being 29 February 2024.

Offers means the Placement Options Offer and SPP Options Offer.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offers as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Permitted Jurisdictions means Shareholders resident in Australia or New Zealand.

Placement Options has the meaning given to that term on the cover page of this Prospectus.

Placement Options Offer has the meaning given to that term on the cover page of this Prospectus.

Placement has the meaning given to it in Section 3.1.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares and/or Options.

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

Shareholder means a shareholder of the Company.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

SPP means the Company's capital raising through a share purchase plan, whereby the Company offered Eligible Shareholders an opportunity to subscribe for Shares up to the value of \$30,000 at an issue price of \$0.50 per Share to raise \$2,000,000 (with the ability to accept oversubscriptions).

SPP Options has the meaning given to that term on the cover page of this Prospectus.

SPP Options Offer has the meaning given to that term on the cover page of this Prospectus.

WST means western standard time as observed in Perth, Western Australia.