

Cyclion Holdings Pty Ltd

**CROWD-SOURCED FUNDING**

**OFFER DOCUMENT**

**Dated 24 June 2025**

**Offer of fully paid ordinary shares in Cyclion Holdings Pty Ltd  
at \$1.28 per share to raise a maximum of \$3,000,000**

This crowd-sourced funding (**CSF**) offer document relates to the Offer of fully-paid ordinary shares in Cyclion Holdings Pty Ltd. This Offer is made under the CSF regime in Part 6D.3A of the *Corporations Act 2001* (**Corporations Act**).

Issuer

Cyclion Holdings Pty Ltd ACN 663689941

Intermediary

Birchal Financial Services Pty Ltd ACN 621 812 646 AFSL 50261

*Always consider the general CSF risk warning and offer document before investing*



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## Section 1: Risk warning

Crowd-sourced funding is risky. Issuers using this facility include new or rapidly growing ventures. Investment in these types of ventures is speculative and carries high risks.

You may lose your entire investment, and you should be in a position to bear this risk without undue hardship.

Even if the company is successful, the value of your investment and any return on the investment could be reduced if the company issues more shares.

Your investment is unlikely to be liquid. This means you are unlikely to be able to sell your shares quickly or at all if you need the money or decide that this investment is not right for you.

Even though you have remedies for misleading statements in the offer document or misconduct by the company, you may have difficulty recovering your money.

There are rules for handling your money. However, if your money is handled inappropriately or the person operating the platform on which this offer is published becomes insolvent, you may have difficulty recovering your money.

Ask questions, read all information given carefully, and seek independent financial advice before committing yourself to any investment.

## Section 2: Information about the Company



Dear Prospective Cyclion Shareholder,

Overflowing rubbish tips, plastic-covered beaches, and suffering wildlife—have been a powerful motivator for me. They’ve driven my determination to overcome the many challenges we’ve faced, with the vision not only to stop the growth of landfills but to reclaim them entirely. Our aim is to restore land for constructive, sustainable use while generating meaningful employment that doesn’t compromise people’s health. These environmental and social injustices are at the heart of Cyclion’s mission, and they continue to inspire our work every day.



Thank you for your interest in Cyclion and for taking the time to explore our CSF Offer.

Since our previous capital raise, we have made concrete gains toward unlocking our technology’s global potential. I’m pleased to share that Cyclion has secured a Memorandum of Agreement (MOA) with a multinational corporation which is a of major Philippine conglomerate to fund and develop our first 10 tonne-per (TPD) pilot plant which is a key step in validating our waste-to-resources technology at commercial scale. This project is now underway and will serve as our technical and commercial proof of concept in Southeast Asia and around the world.

In parallel, despite significant challenges stemming from delayed funding by the Philippine government's National Development Company (NDC), the government reaffirmed its commitment to support Cyclion's project in the Philippines issued in May this year. We have also signed an MOU with the Local Government Unit of Malolos, Bulacan which included the allocation of almost six hectares and 900 Tonne Per Day (TPD) of rubbish for a proposed large project. In addition, working in conjunction with a Singapore investment company, we are progressing talks with a special economic zone for another large-scale plant to provide 550MW of electricity for data centres. Lastly, a letter of intent has been issued with the Island Skies Alliance (ISA) to explore sustainable aviation fuel (SAF) from waste including representatives from Boeing and Airbus.

In addition, we have passed technical due diligence with two major petrochemical companies in Thailand and Malaysia, as well as progressing with a Thailand conglomerate and Port in Malaysia.

These milestones underscore the growing global demand for scalable, low-emission waste solutions as well as confidence in Cyclion's modular, catalytic process as a viable answer. With partners across Australia, Southeast Asia, China, and Europe, we have focused on building a capital-light, partner-driven business that can grow responsibly and strategically.

Our mission remains clear: to turn waste into a valuable resource, reduce landfill dependence and ocean-bound plastics, and support the transition to a low-carbon, circular economy - using technology that soaks, not burn waste. A simple analogy to describe the difference of our technology is comparing a campfire burning wood that leaves your clothes smelling of smoke, versus putting the wood in a bucket of water. The wood is broken down in both examples but one has less emissions. However, we believe that technology alone is not enough—it is about *execution, integrity, and partnerships*. That is what sets Cyclion apart.

As a potential investor, you are joining us at a crucial point and may benefit from potential ESIC incentives. The funds raised in this round will support valuable research, build a demonstration plant at James Cook University (Townsville, Australia), and help prepare our next commercial deployments.

We would love for you to be part of this journey. With your support, we can change the way the world sees and solves the waste challenge. Be part of a new future, where waste is converted to resources, and landfills become obsolete.

Warm regards,  
Philip Major  
Founder & CEO  
Cyclion Holdings Pty Ltd

# The Cyclion Story

## *Transforming Waste into Real Value*

### **Our Founder's Journey**

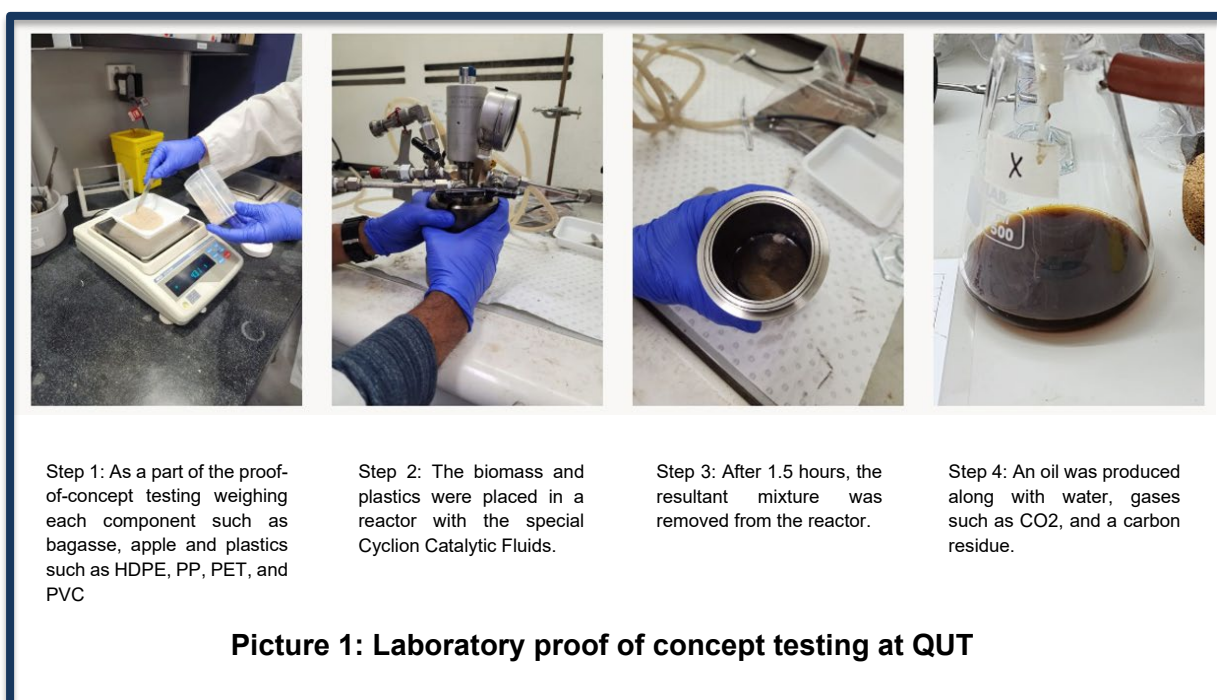
Cyclion's origins are deeply personal. Founder and CEO Phil Major brings over two decades of entrepreneurial, technical, and operational experience across Australia, New Zealand, China, and the UK. A former Victorian Police Officer and Royal New Zealand Air Force pilot officer, Phil transitioned into business in the early 2000s, designing and patenting a residential foundation system in the UK, which he later sold to FTSE-listed SIG Plc.

After completing his MBA, Phil entered the waste-to-energy space in 2014, building a pilot plant in China and securing the support of a process guarantee from a global insurer for a major Brisbane project. Although the project faced funding delays and was eventually dissolved, the lessons learned shaped Cyclion's current model: capital-light, scalable, and primed for global deployment. In 2022, with co-founder Stephen Burns, Phil launched Cyclion with a renewed mission—to revolutionise recycling and create lasting environmental impact.

### **The Vision: Circular, Clean, and Scalable**

Cyclion's goal is bold: to repurpose nearly all types of household waste into usable fuel including Sustainable Aviation Fuel (SAF)) electricity, recyclables, and food from algae; using low-emissions chemistry that reduces the need for high temperature and energy-intensive processes. At the core of this innovation is the Cyclion "washing machine"—a proprietary process that uses solvent and catalyst-based chemistry to break down mixed waste into clean outputs. The Cyclion low carbon process produces a liquid fuel such as sustainable diesel and sustainable aviation fuel, oxygen, water, and recovering recyclable plastics, metals, glass, and dirt as residue. The intention is to divert all waste from landfill without incineration or harmful emissions.

## Proof of Concept



This unique approach strives for a zero-carbon process through a non-combustion, immersion-based method, offering a viable alternative to pyrolysis, incineration, and gasification.

It reduces sorting requirements, and delivers a low-carbon, dispatchable fuel and other resources, which can decouple from OPEC pricing influences and help stabilise fuel and electricity prices.

Building on more than a decade of success and challenges, the lab-scale testing at QUT has gone very well, and we are now advancing to pilot-scale validation using the new catalytic process. Engineering is underway for a 10 TPD pilot in the Philippines, with early support from a major corporation. A MOA has been signed, and the corporation has paid for an independent feasibility study which has recently been completed. They are now taking the next step in advancing the Front-End Engineering Design (FEED) for the 10 TPD plant.

## Momentum & Market Opportunity

Cyclion is gaining momentum across Southeast Asia despite earlier delays caused by leadership changes within its original Philippine government partner. As of May 2025, the Philippine government reaffirmed its support through a new Letter of Intent (LOI) from the National Development Company (NDC).

Cyclion has also made progress in Malaysia, Thailand, and Australia through advanced discussions and technical due diligence with key partners. A 1TPD university demonstration plant is also being developed at James Cook University in Australia, supported by this CSF raise. These initiatives mark Cyclion's transition from feasibility to execution and commercial validation.



Further details on specific projects and regional traction are provided in the Project Traction section.

***Proudly Aussie-made with global ambition***

## 2.1 Company details

This offer of shares is made by Cyclion Holdings Pty Ltd ACN (**Company**).

### Company details

Company Details	
Company Name	Cyclion Holdings Pty Ltd
ACN	663689941
Date of incorporation	8 <sup>th</sup> November 2022
Registered Office	Level 34, Waterfront Place1 Eagle St, Brisbane, QLD, 4000, Australia
Principal place of Business	Level 34, Waterfront Place, 1Eagle St, Brisbane, QLD, 4000, Australia
Directors	Philip Willian Major
	Ke Hu
Company secretary	Philip Willian Major
<b>Subsidiaries/Related companies</b>	
Australia	
Cyclion Pty Ltd ACN 663712669 (100% wholly owned)	
Philippines	
Cyclion Holdings Philippines Inc. (40% owned). <i>Note: This company is to be closed as the partnerships did not deliver the funding that was promised. Another Cyclion Philippine company (100% wholly owned) is intended to be opened in its place.</i>	
China	
Cyclion Environmental Technology (Shanghai) Co., Ltd. (100% wholly owned)	
<b>Share registry</b>	
<a href="https://www.cakeequity.com/">https://www.cakeequity.com/</a>	
<b>Website</b>	
<a href="https://cyclion.com">https://cyclion.com</a>	

**Table 1: Company Details**

## 2.2 Our business

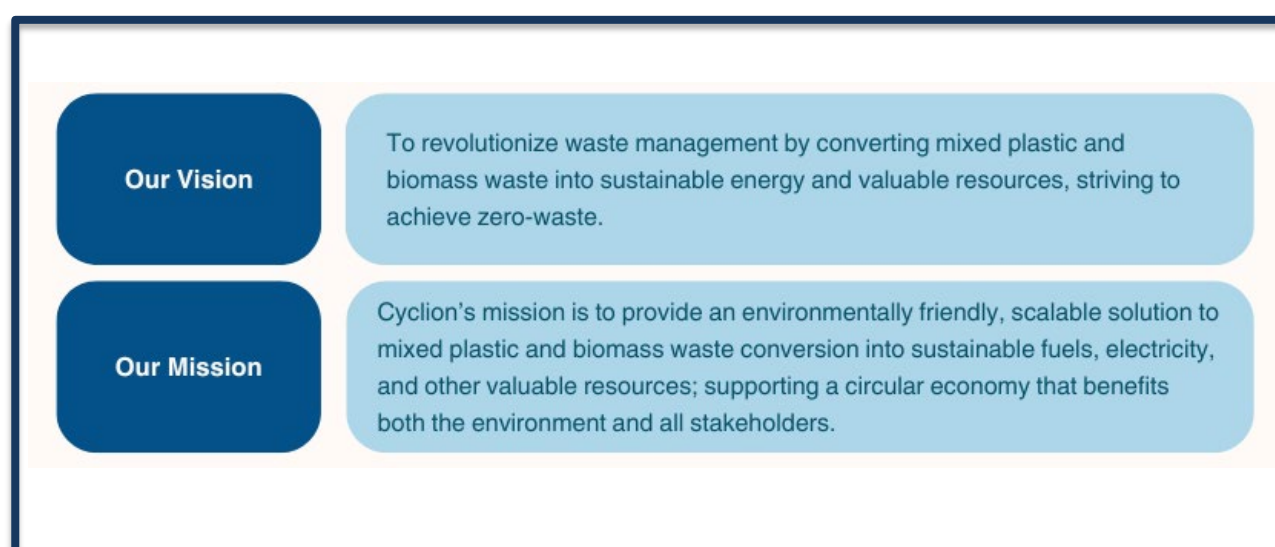
### What We Do

Cyclion Holdings Pty Ltd has been developing a modular, relatively low-temperature system that converts mixed household and commercial waste into resources such as sustainable diesel, sustainable aviation fuel, algae food, solid residue (for potential use in bitumen), and recyclables such as metals, plastics, glass, and dirt. The process is designed to minimise emissions and energy use while providing cities and industry with an alternative to landfilling or incinerating waste.

The system uses a catalytic fluid which is a blend of some of the following: various solvents, catalysts, ionic liquids and nanomaterials which are used like micro-scissors to break down the mixed plastics and biomass into oil, without the need for extensive pre-sorting or very high heat.

Our technology is modular and scalable - for example, 10 or 50 tonne-per-day (TPD) units that can be deployed individually or in multiples. For instance, a 900 TPD project is just eighteen 50 TPD modules for large-scale urban waste processing. It is also adaptable for smaller demonstration or small applications, such as the planned 1 TPD plant at James Cook University.

Cyclion's technology is protected under a patent pending application (No. 2023900407C), currently filed with IP Australia. As part of the process, IP Australia conducted a global prior art search, and Cyclion's patent attorney has reviewed all cited documents. Based on this review, the examiner has acknowledged that the invention contains novel features not disclosed by any of the prior art, supporting the strength of Cyclion's intellectual property position.<sup>1</sup>



<sup>1</sup> P230017PAU – Letter re Prior Art Review & Patent Attorney Opinion – 2 May 2023

## Our Values

Cyclion has values which are designed to distinguish the company and guide its actions.

These are:

**Sustainability** – Putting health and safety first as well as being socially and environmentally responsible for the benefit of the communities in the company's sphere of influence.

**Integrity** – doing what is right and doing what we say we will do.

**Respect** – Embracing the law, openness, trust, teamwork, diversity, creativity, and relationships that are mutually beneficial.

**Performance** – Achieving superior business results through innovation and collaboration.

**Simplicity** – Focusing on the company's strengths and partnering with those who support their vision.

**Accountability** – Defining goals, accepting responsibility, and delivering on the company's commitments.

## Our Stage

Cyclion, incorporated in 2022, is currently estimated at Technology Readiness Level (TRL) five, having completed lab-scale testing and now progressing to real-world validation. Plans for a 10 TPD pilot plant in the Philippines are advancing, with the project intended to demonstrate the technology at commercial scale and support future financing efforts. At the same time, a 1 TPD demonstration plant at James Cook University in Australia will enable academic collaboration, strengthen investor confidence, and help de-risk future deployments.

## Key Milestones

Milestone	Period	Status
Cyclion Holdings Pty Ltd incorporated	Q4 2022	✓ Completed
Company structure, IP search, and experimental planning	Q4 2022 – Q1 2023	✓ Completed
TRL 1–2: Applied research and laboratory validation begins	Q4 2022 – Q1 2023	
Initial university engagement and EPCM selection	Q4 2022 – Q2 2023	✓ Completed
TRL 3: Proof of concept established via university testing	Q2 2023	✓ Completed
TRL 4: Alpha prototype development (lab scale)	Q2 – Q4 2023	✓ Completed
Site identification, waste sourcing & offtake alignment (South East Asia)	Q2 – Q4 2023	✓ Completed (Philippines)
Cyclion valuation completed by one of the top four consultancy firms (AUD \$12.5M[PM1] –\$16M)	Feb 2024	✓ Completed
LOI renewed with NDC; engagement resumed despite 2023–2024 delays	May 2025	✓ Active
A business unit of a conglomerate completed technical due diligence (including flying to Brisbane and speaking to the research team at QUT) and financial review. They have paid for an external financial review and site specific feasibility study and now moving forward with the intention to pay up to \$5mill USD for a 10 TPD pilot project.	Dec 2024 – Present	🔄 In Progress
MOU signed with LGU in Malolos for 900 TPD plant	Q3 2024	✓ Executed
Technical due diligence passed with Malaysia and Thailand groups	Q3–Q4 2024	✓ Completed
4,000 TPD Special Economic Zone opportunity under discussion	Q4 2024 – present	🔄 Ongoing
SAF feasibility initiated with major stakeholders in PH, MY, and TH	Q4 2024 – present	🔄 Ongoing



Membership commitment to Island Skies for aviation access	Q2 2025	✓ Finalised
Fundraising for 1 TPD pilot at JCU, further research, and operational support.	Q2 2025	🔄 Current CSF Raise

**Table 2: Key Milestones**



<b>PROPRIETARY CHEMISTRY</b>	Cyclion's patented process uses CCF to break down biomass and fossil-derived waste into fuel, energy, and other resources—without acids, very high heat, and just enough pressure to keep everything in liquid phase.
<b>RESEARCH-DRIVEN DESIGN</b>	Grounded in advanced research on nanotechnology, ionic fluids, and catalysts, Cyclion's ongoing R&D continues to refine its proprietary system to maximise efficiency in waste depolymerisation and energy yield.
<b>MODULAR, LOW-IMPACT PLANTS</b>	Designed for scalability and sustainability. Lower energy use, minimal mechanical wear, and fewer blockages to reduce downtime and operating costs.
<b>INTEGRATED VALUE MODEL</b>	Cyclion generates value across the lifecycle—from technology deployment to long-term operations, aligned with circular economy principles.
<b>WASTE-AS-A-RESOURCE MODEL</b>	Uses costly to dispose of and problematic plastics and biomass, reducing landfill, odour, health issues, and without the need to divert food crops to energy production.
<b>COMPETITIVE ADVANTAGES</b>	<ul style="list-style-type: none"> <li>➤ Lower CAPEX and OPEX vs. pyrolysis, incineration and gasification;</li> <li>➤ Operates at around 310°C vs. 450–2500°C for others;</li> <li>➤ Produces water rather than consuming water;</li> <li>➤ Requires no external hydrogen apart from the refining phase;</li> <li>➤ Modular, potentially self-powered, and remotely operable; and</li> <li>➤ Captures CO<sub>2</sub> via algae ponds and potentially used in Methanol production.</li> </ul>
<b>MARKET ALIGNMENT</b>	Addresses key barriers in plastic and biomass recycling (contamination, cost, and infrastructure gaps), helping divert difficult waste from landfill.
<b>GLOBAL GROWTH POTENT</b>	Positioned to scale in a growing \$35B + waste-to-resource industry <sup>[1]</sup> , with strong appeal for governments and corporations seeking circular, low-carbon, ESG solutions.

**Table 3: Key Highlights**

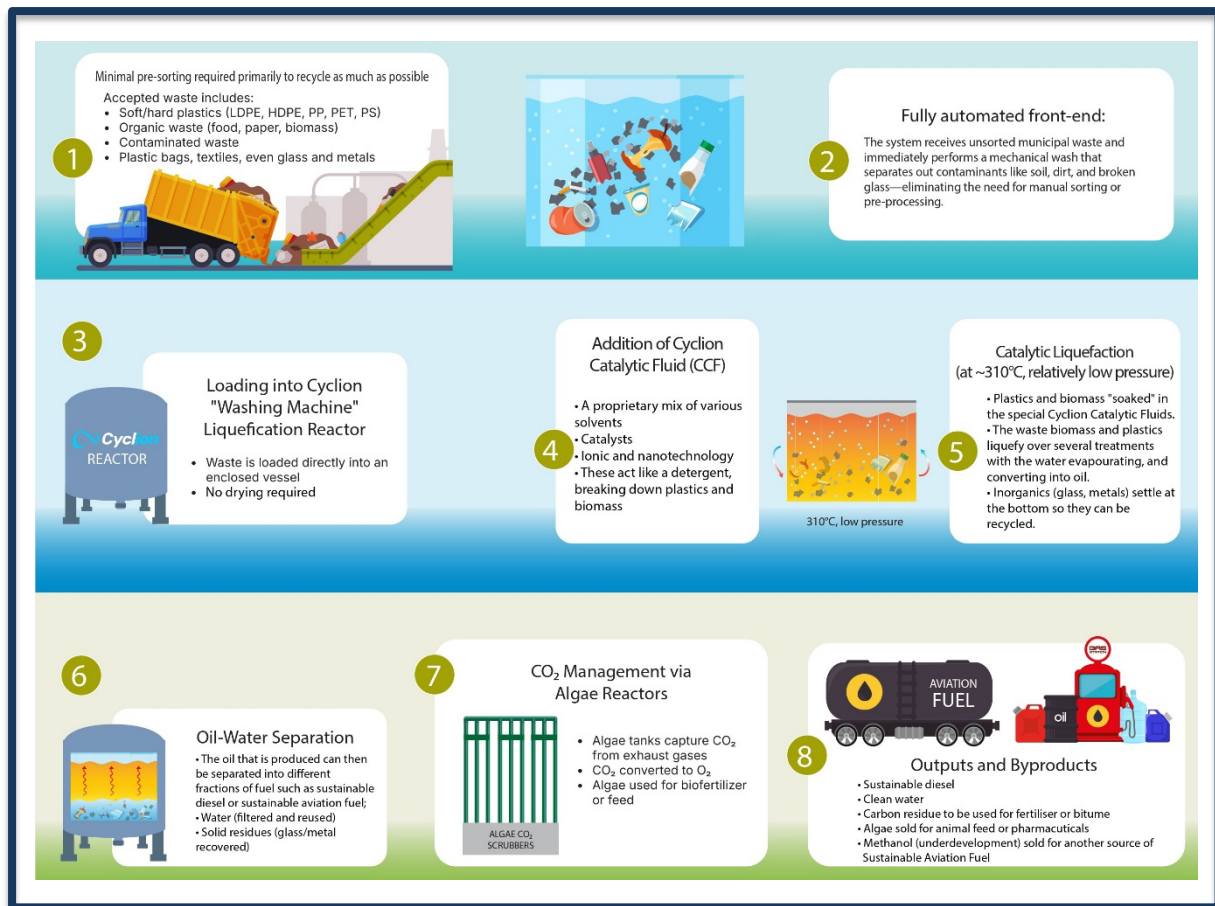
## The Technology

Cyclion's technology offers a low-temperature alternative to conventional energy-from-waste processes. It uses the proprietary CCF to accelerate the breakdown of hydrocarbon-rich materials, including problematic plastics (PE, PP, PVC) and biomass, into usable energy. The system is designed to generate four main outputs:

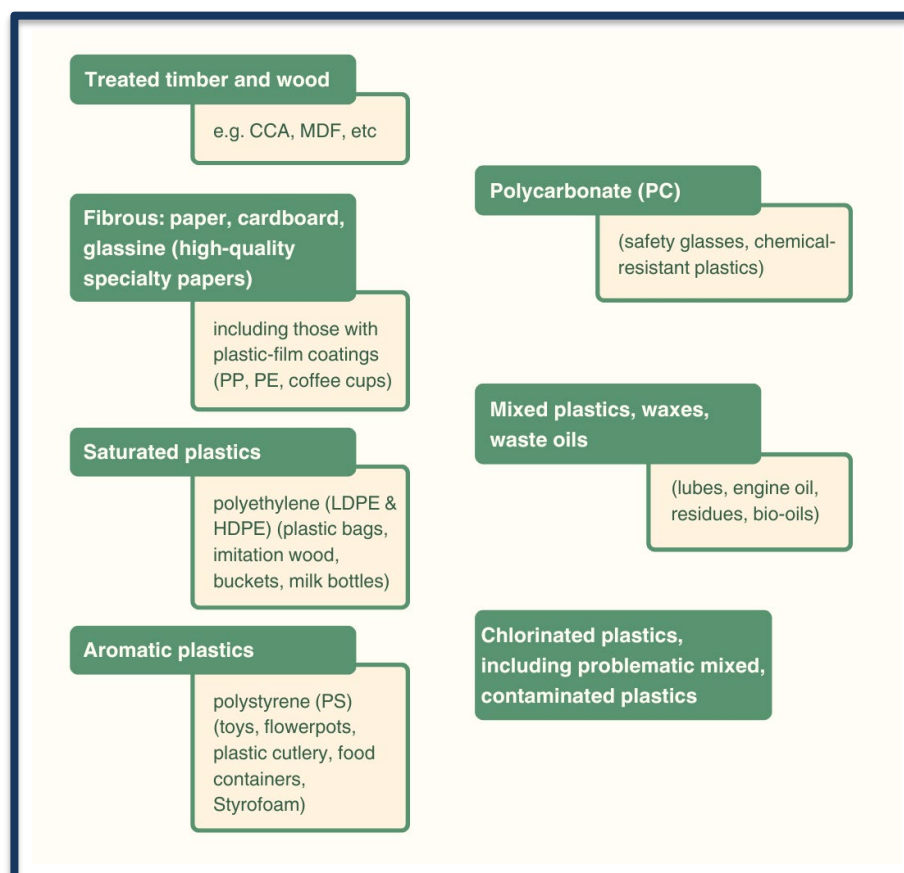
1. sustainable drop-in fuels that meet automotive standards (including an oil suitable to be blended for SAF production) or electricity;
2. recyclable wastewater;
3. carbon dioxide, which may be repurposed via algae to convert the carbon dioxide to oxygen and generate a valuable food source, or converted to Methanol when combined with wastewater;
4. minimal carbon solid waste, expected to be stable and suitable for reuse as road base; and
5. recyclable materials such as metals, glass, and dirt.

The proprietary design and fluid formulation, which is currently protected under Australian Patent Application No. 2023900407 and with global filings underway, enable targeted degradation of biomass and fossil-based materials into concentrated hydrocarbons. The process eliminates the need for high-shear grinding and complex mechanical components often found in other waste-to-energy systems, reducing energy consumption, maintenance costs, and unplanned downtime. The modular batch system incorporates fluid recovery, multiple treatment techniques, and simplified operations for flexible and efficient deployment at scale.

## How the Cyclion Process Works (THIS IS ONE INFOGRAPHIC I HOPE WE CAN MAKE IN TIME)



## Waste that is expected to be able to be treated by the Cyclion Processing Plants:

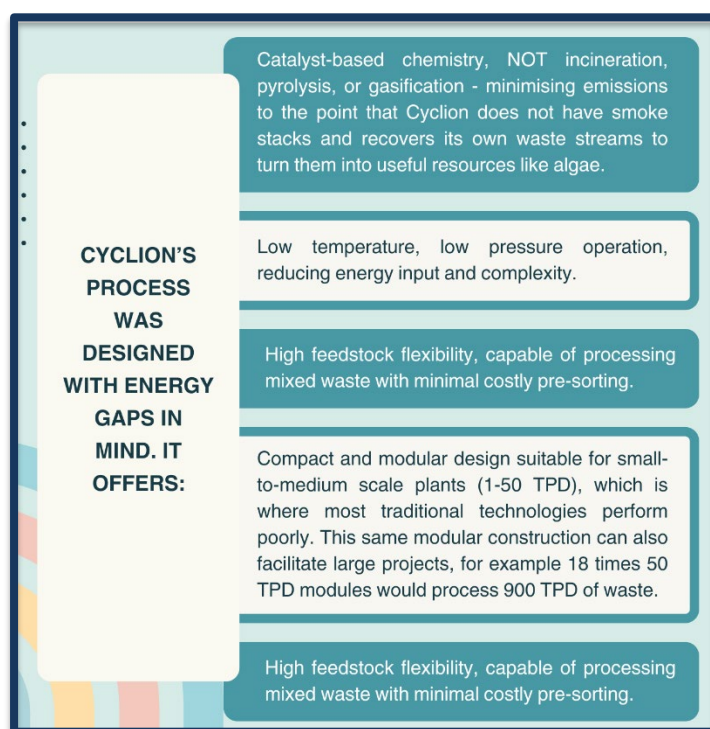


## Our Industry & Competitive Landscape

Cyclion operates in the waste-to-energy (WtE) and resource recovery sector—an increasingly important part of the global energy and waste management landscape. The global WtE market was valued at USD \$35.6 billion in 2022 and is expected to grow steadily as urban populations, waste volumes, and carbon reduction targets intensify.<sup>2</sup>

In Southeast Asia, rising solid waste generation, limited landfill capacity, and the high cost of traditional WtE technologies (e.g. incineration and gasification) are creating strong demand for low-cost, modular, and climate-compatible alternatives. Most conventional technologies struggle with high moisture content, limited feedstock flexibility, and very high capital and operating costs. Capital expenditure for incineration or gasification ranges from USD \$30–180 million, with O&M costs of USD \$80–150 per ton.<sup>3</sup>

Based on Tun et al. (2020), catalytic systems like Cyclion's would outperform on capital cost, feedstock flexibility, and suitability for low-to-mid capacity plants (1–50 TPD) as well as large scale, making them a better fit for distributed waste systems and underserved municipal areas.<sup>4</sup>



<sup>2</sup> Allied Market Research. (2023). Waste-to-Energy Market by Technology and Application: Global Opportunity Analysis and Industry Forecast, 2023–2032. Retrieved from <https://www.alliedmarketresearch.com/waste-to-energy-market>

<sup>3</sup> ICLEI. (2021). *Waste-to-Energy*. Retrieved from [https://renewablesroadmap.iclei.org/wp-content/uploads/2021/11/Waste-to-Energy\\_Final-1.pdf](https://renewablesroadmap.iclei.org/wp-content/uploads/2021/11/Waste-to-Energy_Final-1.pdf)

<sup>4</sup> Tun, M. M., Palacky, P., Juchelkova, D., & Šit'ář, V. (2020). *Renewable Waste-to-Energy in Southeast Asia: Status, Challenges, Opportunities, and Selection of Waste-to-Energy Technologies*. Applied Sciences, 10(20), 7312. <https://doi.org/10.3390/app10207312>



PROCESS	TECHNOLOGY	FEED SOURCE	FEED COST	COMPLEXITY/ CAPEX	EMISSIONS TREATMENT REQUIRED	LEVEL OF EMISSIONS	YIELD	PRODUCT OUTPUT	PRODUCT VALUE
<b>Cyclion</b>	Liquefaction and Catalytic Depolymerisation	Waste	-	Low - Medium	No	Low	Medium	Fuel - Electricity	High
<b>Pyrolysis</b>	+High Temp Pyrolysis	Waste	-	Medium - High	Yes Flue gas is scrubbed and neutralised	Med	Low-Medium	Crude Oil	Low-Medium needs further refining
<b>Biomass to Liquid</b>	Gasification and Fischer Tropsch	Waste	-	High	Yes Syngas is scrubbed for various contaminants	Low-Med	Low	Fuel - Jet, Diesel, Naptha	High
<b>Hydrolysis</b>	Hydrolysis (enzymatic or catalytic)	Biomass	Low	High	No	Low	Low	Alcohols - gasoline	Medium discount to gasoline
<b>Transesterification</b>	Esterification reaction	Vegetable Oils and Tallow	High	Low	No	Low	High	Fuel - Bio-Diesel	Medium discount to diesel
<b>Incineration</b>	Combustion - power plant	Waste	-	High	Yes Flue gas is scrubbed and neutralised	Med-High	Low	Electricity	Low

**Table 5: Technology Comparison**

## 2.3 Business and revenue model

### Business Strategy

Cyclion operates a business-to-business (B2B) model, partnering with governments, conglomerates, and industrial firms to deliver modular waste-to-resource systems. The company intends to generate revenue through a mix of short- and long-term income streams, offering both project-based and recurring earnings.

Key Components of the Business	
Business Element	Details
Sales Model	B2B – Government, industrial, and conglomerate partners
Commercial Strategy	Designed for scalability and long-term value creation through technology deployment, strategic partnerships, and a circular approach to project delivery
Distribution Channels	Direct B2B engagement, MOUs, JVs, institutional networks
IP Ownership	Patent pending – IP Australia No. 2023900407C with global search completed
Manufacturing	Outsourced to EPC partners and global suppliers
Operations	Delivered via EPCM firms and project-specific JV teams
Assets	Cyclion holds IP and project development rights; local project companies may own physical assets depending on structure

**Table 6: Key Components of the Business**

## Research & Development

Initial proof-of-concept testing was conducted at a leading university in Brisbane, confirming the viability of Cyclion's core catalytic process. The next phase involves process optimisation and systems integration, to refine the most effective operating parameters for different waste compositions.

Cyclion has scope of works (SOW) with James Cook University to run concurrent studies on some of the following:

- Algae-based emissions treatment
- Methanol production
- A novel form of size reduction of the waste
- Various heating options
- AI and automation for process control
- Engineering validation for scale-up and plant modularity

These efforts ensure that Cyclion's technology remains adaptable and compliant across diverse regulatory and waste environments.

## Engineering & Design

MTT (based in Melbourne) has been engaged to lead engineering design for the university-based pilot system. MTT is also leading the detailed engineering and project management for the one university demonstration and 10 TPD pilot.

Commissioning and ongoing operations will be led by a third-party operations partner, currently under negotiation, with international credentials in waste infrastructure deployment.

## Manufacturing

Manufacturing partners have been shortlisted across China and the Philippines, enabling cost-effective and diversified component sourcing. Supply chain diversification is expected to commence through the second half of 2025 with enquiries being made in Thailand, Malaysia, and Vietnam. This approach supports regional delivery, encourages cost competitive quotes, and de-risks any supply chain interruptions.

## Legal Structure & Contracts

Cyclion will be establishing a new wholly owned subsidiary in the Philippines to manage local implementation. Legal services are provided by Quisumbing Torres, the Philippine arm of Baker McKenzie in the country, supporting corporate registration, contract development, and compliance.

The Philippine subsidiary will:

- Contract directly with conglomerates/LGU's/Corporations for project delivery
- Coordinate subcontractors for EPCM execution
- Generate revenue through plant sales, royalty/licensing agreements, and/or joint venture participation
- Manage long-term plant operations through outsourced service providers

## Regulatory & Government Approvals

Cyclion will supply the technical and environmental documentation required for permitting, supported by its research and engineering partners. For the 10 TPD pilot, the regulatory permits will be secured by the collaboration between Cyclion and the corporate partner.

### **Key Benefits include:**

#### **A domestic fuel source for energy independence**

Decoupling from OPEC, resulting in greater price control

#### **Dealing with the waste problem**

Support for circular economy and climate goals

#### **Job creation in construction, waste logistics, and plant operations**

## Market Drivers and Value Proposition

The global need for scalable, low-emission waste solutions is accelerating. Landfills are reaching capacity, and governments are imposing restrictions and export bans.<sup>5</sup> Simultaneously, public, and private sectors are under pressure to reduce emissions and align with Paris Agreement targets.<sup>6</sup> Many countries are aiming for net zero by 2050, driving demand for alternative energy sources.<sup>7</sup>

Cyclion's solution responds directly to these shifts. The technology is designed to divert waste from landfill while generating a low-carbon liquid fuel that supports grid stability and reduces reliance on imported fossil fuels. The system is modular and flexible, offering a practical alternative to gas plants.

## Project Financing & Process Guarantee

Cyclion intends to offer a process guarantee for future commercial projects based on the successful commissioning and optimisation of the 10 TPD pilot plant. The guarantee will be contingent on validating technical performance under real-world operating conditions and will not be based solely on lab-scale results. In the past this was going to be underwritten by a major international underwriter. This should facilitate an 80% debt: 20% equity structure for the projects to make them very investor friendly, with the equity potentially being further reduced by the sale of carbon and plastic credits.

Manufacturing and catalytic fluid production will be outsourced to trusted global suppliers. The supply chain will be spread across several countries. Also, the manufacturing of the CCF and mechanical equipment will be kept separate to help protect the intellectual property (IP).

Cyclion will be able to retain a lean internal team and rely on expert partners for R&D, engineering, project delivery, and regulatory approvals. By working in partnership with large international companies Cyclion - will keep its operating expenditure to a minimum while facilitating high sustainable growth.

Following the completion of both pilot projects, a 10 TPD plant in the Philippines and a 1 TPD university demonstration plant in Australia, Cyclion aims to raise further fund from country level partnership or green bonds.

## Initial Project & Market Traction

Cyclion is progressing through early validation milestones and building commercial interest across Southeast Asia and Australia. While projects remain subject to feasibility, regulatory approvals, and financing, these engagements reflect growing demand for Cyclion's waste-to-resource technology. The following section outlines current project developments and early-stage commitments across key markets.



Cyclion chose to launch its first project in the Philippines due to shorter approval timelines and welcoming government support.



**Picture 2: Presentation of the signed MOU between Cyclion and NDC to the President of the Philippines, during the Australia-ASEAN Summit in March 2024**

In May 2025, the National Development Company (NDC)—the Philippine government’s investment arm - renewed its Letter of Intent (LOI), reaffirming support for Cyclion’s commercial expansion. NDC is expected to assist with permitting, inter-agency coordination, and project facilitation for future larger-scale facilities.

### Potential Cyclion Project Progress



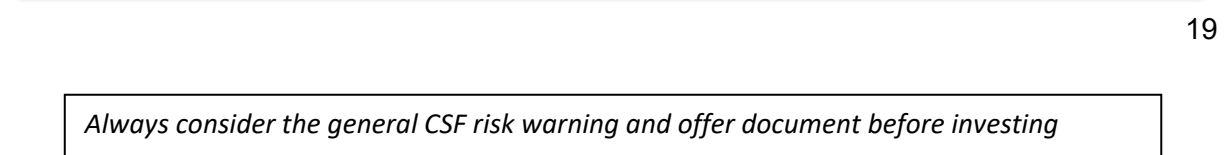
**Picture 3: Schematic of recycling equipment of the proposed 10 TPD pilot plant in the Philippines**

<sup>5</sup> Siregar, A. B., & Siregar, A. P. (2021). MSW handling of top 5 leading waste-producing countries in Southeast Asia. *IOP Conference Series: Earth and Environmental Science*, 896(1), 012003.

<sup>6</sup> González-Morales, J., Wiedmann, T., & Ward, J. (2022). Can science-based targets make the private sector Paris-aligned? A review of the emerging evidence. *Current Climate Change Reports*, 8, Article 14.

<sup>7</sup> Khan, I., Hou, F., & Le, H. P. (2022). Achieving 1.5 °C and net-zero emissions target: The role of renewable energy and financial development. *Renewable Energy*, 190, 270–280.

The screenshot shows a Google Earth interface with a map of a project site. The site is outlined with a yellow path. A sidebar on the right displays the path's perimeter (1,124.09 m) and area (5.91 ha). The map shows a mix of built-up areas, including buildings and roads, and natural features like trees and water bodies. The interface includes a 'Layers' panel at the bottom left and a 'Path or polygon' sidebar on the right.



## Philippines

The developments in the Philippines reflect early-stage validation of the business model and underscore the Philippines' role as a strategic launchpad for regional growth.

- The Philippine government reaffirmed its interest in collaborating with Cyclion through a LOI from the NDC in May 2025.
- Cyclion has signed a Memorandum of Agreement (MOA) with a corporation which is a part of a Philippine conglomerate to explore the development of a 10TPD pilot plant in Manila.
  - The corporation has funded a feasibility and is now progressing with the FEED for constructing a 10 TPD pilot plant up to the value of USD \$5 million, in addition to providing in-kind support such as site access and permitting assistance.
  - The pilot, if developed, would be Cyclion's first unit designed to validate the technology under real-world conditions. Groundbreaking is currently targeted for around late 2025, subject to feasibility and project progress.
- A Memorandum of Understanding (MOU) has also been signed with the City Government of Malolos, Bulacan, to assess the potential development of a modular waste-to-resource facility.
  - The project concept includes multiple 50 TPD plants to scale up to 900 TPD, pending positive technical, environmental, and regulatory outcomes.
  - Cyclion is expecting to conduct further feasibility and environmental studies in the second half of 2025.
- Discussions are underway with a special economic zone authority in Luzon regarding a possible 4,000 TPD waste-to-power project, with the aim of supporting planned data centre developments. These remain exploratory at this stage.
- Cyclion has received a Letter of Intent from the Island Skies Alliance (ISA) to support collaboration on potential SAF-compliant fuel applications. ISA is a regional non-profit working with aviation stakeholders including Boeing and Airbus.

## Malaysia

- Cyclion has passed initial technical due diligence with a major petrochemical company and is in early-stage discussions regarding possible fuel offtake from future facilities.
- It has also cleared technical and commercial due diligence with a Kuala Lumpur–based company considering the deployment of a 10 TPD plant on its premises.
  - If approved by the company’s board (expected late 2025), commissioning may commence by mid-2026. Discussions remain subject to commercial agreement.

## Thailand

- A leading petrochemical company has completed technical due diligence on Cyclion’s technology and is now conducting a desktop commercial assessment for a possible 10 TPD pilot.
- Cyclion is also in discussions with a local waste company and government stakeholders about a potential 200 TPD facility, which would depend on the success of the pilot phase and project evaluation. These conversations are still in early stages.

## Australia

- Cyclion is in early dialogue with two municipalities—one in Southeast Queensland and one in regional Queensland—regarding potential waste-to-resource projects. No agreements have been signed to date.
- A 1 TPD university-scale demonstration plant is planned at James Cook University (JCU), supported in part by proceeds from this CSF raise.
  - The plant would serve as a platform for process validation, academic collaboration, and investor engagement, subject to final procurement and site readiness.



## Expected Revenue Streams



As indicated in the diagram, Cyclion plans to establish wholly owned or strategic joint venture subsidiaries, staffed by people who understand the local language, customs, and network. They will be responsible to work with key stakeholders to deliver turnkey projects, coordinate engineering, procurement, construction, commissioning, and operations through internationally recognised subcontractors. This one-stop-shop model is designed to simplify and expedite delivery while enabling process guarantees and insurance, similar to those previously arranged under a former waste-to-energy project in Brisbane. This past experience directly shaped Cyclion's current capital-light, modular, and partner-driven model and why Cyclion will seek funding mechanisms such as a green bond after the 10 TPD plant is operating.

To support this, Cyclion is building strategic partnerships across engineering, manufacturing, operations, finance, and government. These collaborations not only enhance project execution but help protect Cyclion's IP by aligning partner incentives with long-term success.

- Therefore, the revenue streams are expected to include:
- Technology sales – including Cyclion processing plants and proprietary CCFs;
- Operations and maintenance (O&M) – contracts subcontracted to established EPCM partners;
- Joint venture/licensing/or royalty arrangements – from the projects which will normally be setup as special purpose vehicles (SPV's);
- Ongoing technology upgrades and advisory support

For example, in the proposed plant in Malolos, Bulacan, Philippines: the project SPV is expected to generate revenue through tipping or gate fees for waste intake, as well as the sale of by-products such as fuel. The country entity, Cyclion Philippines, is expected to derive income from the sale of Cyclion plants, CCF units, long-term maintenance agreements, and joint venture dividends. At the holding level, Cyclion Holdings (Australia) is expected to benefit from global operations through dividends, license fees, and direct sales to SPVs, including those in Australia.

## **2.4 Business strategy**

### **Business Model Overview**

#### *What's Next for Cyclion?*

Over the next 6 to 12 months, Cyclion is expected to focus on delivering the 1 TPD university demonstration plant and 10 TPD pilot plant, strengthening research and engineering partnerships, and preparing for commercial-scale deployment across Southeast Asia.

These steps are critical to validating Cyclion's technology at operational scale and establishing the commercial and regulatory foundation for future growth.

### **Priority Objectives**

#### **1. Pilot Plant Construction & Commissioning**

Cyclion's primary short-term objective is to complete the engineering, procurement, and construction of the 1 TPD demonstration plant at JCU and a 10TPD pilot plant in the Philippines. The 10 TPD pilot, is expected to be funded through a USD \$5 million MOA with a major Philippine corporation and serves as the proof of concept and gateway to scale.

#### **2. R&D and Technical Validation**

Cyclion expects to expand its R&D efforts through collaborative university-led programs in Australia and the Philippines. Focus areas include:

- Optimising the catalytic process and emissions reduction via algae-based treatment
- Integrating AI and automation for smart waste input and process control
- Work with one of the Big 4 consultancies to conduct a lifecycle analysis and environmental validation for ESG alignment.

### 3. Preparation for Commercial Rollout

Building on the pilot, Cyclion is expected to finalise planning for larger projects:

- 900 TPD project in Malolos, Bulacan, Philippines (under MOU)
- 4000 TPD project under discussions in a Special Economic Zone in the Philippines
- Feasibility work for waste-to-SAF in collaboration with the Island Skies Alliance

### 4. Establishing Delivery Capacity

Cyclion is expected to deepen its engineering and manufacturing relationships, finalise its operations partner, and build out supply chains in Asia. The Company also plans to expand subcontractor engagement to enable flexible EPCM delivery across jurisdictions.

### Use of Funds

Funds raised through this CSF Offer aims to be used toward:

- Construction and commissioning of a 1 TPD demonstration plant at James Cook University, Australia;
- Engineering validation and IP refinement, including international patent finalisation;
- Team expansion and hiring to support business development, regulatory navigation, and partner management in the Philippines;
- R&D activities in partnership with aligned universities; and,
- Project preparation and documentation for commercial scale-up.

These investments are critical to de-risking the technology, building market confidence, and accelerating Cyclion's entry into high-impact waste and fuel markets in the region.

## 2.5 Our team

### 2.5.1 Directors



**Philip Major**

#### **Founder & CEO**

Phil oversees Cyclion's vision, research and development, engineering strategy, and commercial operations globally. He leads the company's innovation and international growth efforts, with a focus on scalable waste-to-resource technologies.

Philip has worked in senior management roles in Australia, New Zealand, China, and the UK. Before returning to Australia in 2012, he was a National Business Manager within a multi-billion-dollar corporation in the UK construction industry, where his business unit recorded more than 100% year on year profit growth. He has a strong eye for detail and a methodical approach to management. He has established his own successful companies and has experience leading testing, design, patenting, and business development in both Australia, China, and the UK.

Philip has completed a Bachelor of Biomedical Science and a Master's in Business Administration.

Prior to his business experience, he worked as a Pilot Officer in the Royal New Zealand Air Force and in the Victorian Police Force.

Philip was one of the directors of Eco Fuel Innovations Pty Ltd (EFI, ACN 603 490 857, registered 23rd December 2014), which later was structured under CDP Waste2Energy Holdings Pty Ltd (CDP, ACN 621 392 247, registered 13th August 2017) which had several subsidiaries in preparation for a major waste to energy project in Brisbane expected to be around \$80mill.

The company had established a pilot plant in China during 2017 and conducted ten test runs which led to a letter of support from a process guarantee insurer for the Brisbane Project. This process guarantee was an insurance covering 80% of the capital expenditure of the Brisbane Project if the production did not meet the expected quantity and quality of diesel that had been specified.

EFI/CDP was still pre-revenue from 2014-2018 and expenses leading up to the financial investment decision of the Brisbane project were significant.

Unfortunately, more than six months of delays in a funding source meant the board decided it had to liquidate CDP Waste to Energy Holdings and its nine wholly owned subsidiaries in November 2018 as follows (please see table).

Philip had invested everything he had in EFI/CDP and lost everything at that time.

1	CDP COMMERCIAL PROPERTIES PTY LTD	627 091 043
2	CDP ENERGY PTY LTD	627 091 043
3	CDP WASTE2ENERGY HOLDINGS PTY LTD	621 392 247
4	EFI INVESTMENTS PTY LTD	625 650 106
5	CDP WASTE2ENERGY (BRISBANE) PTY LTD	627 086 926
6	CDP INDUSTRIES PTY LTD	614 553 801
7	CDP INNOVATIONS PTY LTD	613 161 836
8	CDP PROJECTS PTY LTD	610 642 781
9	CDP WASTE2ENERGY (WODONGA) PTY LTD	613 003 348

After several years, Philip was encouraged by many businesses involved in EFI/CDP to continue in waste to energy. As a result, Philip developed a radically new way of accomplishing the conversion of waste to fuel using liquefaction, which is the subject of new patents pending. Also, learning from prior experience, and understanding that waste to energy has a high capital cost, he appreciated the value of crowd source funding, which started in 2019. This could help fund the testing processes which were previously limited by funding availability. In addition, Philip prioritised using external consultants to minimise staffing commitments and set out early on to locate a commercial project in Southeast Asia. Therefore, instead of more than 4 years pre revenue, Cyclion is already moving quickly to commercialisation.



**Ke (Amanda) Hu**

**Non-executive Director**

Amanda supports Cyclion's supply chain and procurement strategy, particularly in Southeast Asia. She provides oversight on logistics and supplier coordination and represents the major shareholder on the board.

Amanda has a background in treasury management, accounting, and international business, with prior roles at the Zhengzhou District Government, accounting firms in China, and the Australian real estate sector. Fluent in Mandarin and English, she plays a key role in aligning Cyclion's logistics planning and international sourcing efforts.

## 2.5.2 Advisors



**Rafael Toda**

Managing Director, Todax Consultancy Group/  
President, Australia Philippine Business Council

Key Strategic Advisor (Philippines)

Provides strategic advice to the CEO for the ongoing development of Cyclion, especially in the Philippines.

Rafael is the Managing Director of Todax Consultancy Group, Australia, a consultancy practice specialising in marketing, strategic and tactical positioning.

Rafael has a vast business network across Asia Pacific, the Americas and Europe covering Aviation, Tourism, Emerging Technologies, Mobility and Transport, Logistics and Renewables.

Past and present clients, and business collaborators include OzEmail, American Express, BMW Australia, Accor Vacations, Cycling Australia, V8 Supercars, Local Motors, Sabrewing Aircraft Company, and Macquarie Bank. Rafael has also consulted to the Philippine Government's Bases Conversion and Development Authority (BCDA).



**Professor Bouchra Senadji**

Head of Engineering  
College of Science and Engineering  
James Cook University

Research Advisor – Engineering & Academia (JCU)

Dr. Bouchra Senadji is Head of Engineering at James Cook University, the intended host site of Cyclion's 1 TPD pilot plant. She leads a multidisciplinary team of post-doctoral researchers working on algae, methanol, heating, and pretreatment systems. With over 18 years of academic leadership at QUT, she has held roles including Deputy Chair of the Academic Board and Chair of Women in Research. Her expertise in electrical engineering and research governance provides critical academic oversight and alignment with applied innovation in clean energy technologies.





Assistant Professor Darryn Rackemann  
Deputy Director, Centre for Agriculture, and the Bioeconomy  
School of Mechanical, Medical and Process Engineering  
Faculty of Engineering  
Queensland University of Technology  
Research Advisor – Engineering & Academia (QUT)

Dr. Rackemann is an Associate Professor at QUT and Deputy Director of the Centre for Agriculture and the Bioeconomy. With over two decades of experience, he specialises in biomass conversion, crystallisation systems, and bio-based chemical production. His work spans the development of CFD tools, process design for sugar mills, and solvolysis research for renewable fuels. He holds a PhD in Chemical Engineering and has played key roles in process optimisation for lab-to-pilot scale technologies, providing technical guidance on bio-industrial system development.



Zvon Labadjuk  
Director – Engineering & Sales  
MTT  
Engineering Consultant – Process Design & Separation Technologies

Zvon is a chemical engineer with over 20 years of experience in process design, advanced separation technologies, and engineering project delivery. As Director of Engineering & Sales at MTT, he has led large-scale design and optimisation projects across sectors including oil & gas, chemical manufacturing, and industrial processing. He has previously held senior roles at Sulzer, Measurement Plus, and Chemical Plant & Engineering, and brings a practical, solutions-oriented approach to process system development, backed by strong technical and commercial expertise.



Jesper Solgaard  
Partner, International Tax and Transaction Services | Sydney  
Tax & Law Leader |  
APAC Sustainability Tax Leader  
Ernst & Young  
Commercial & Sustainability Advisor

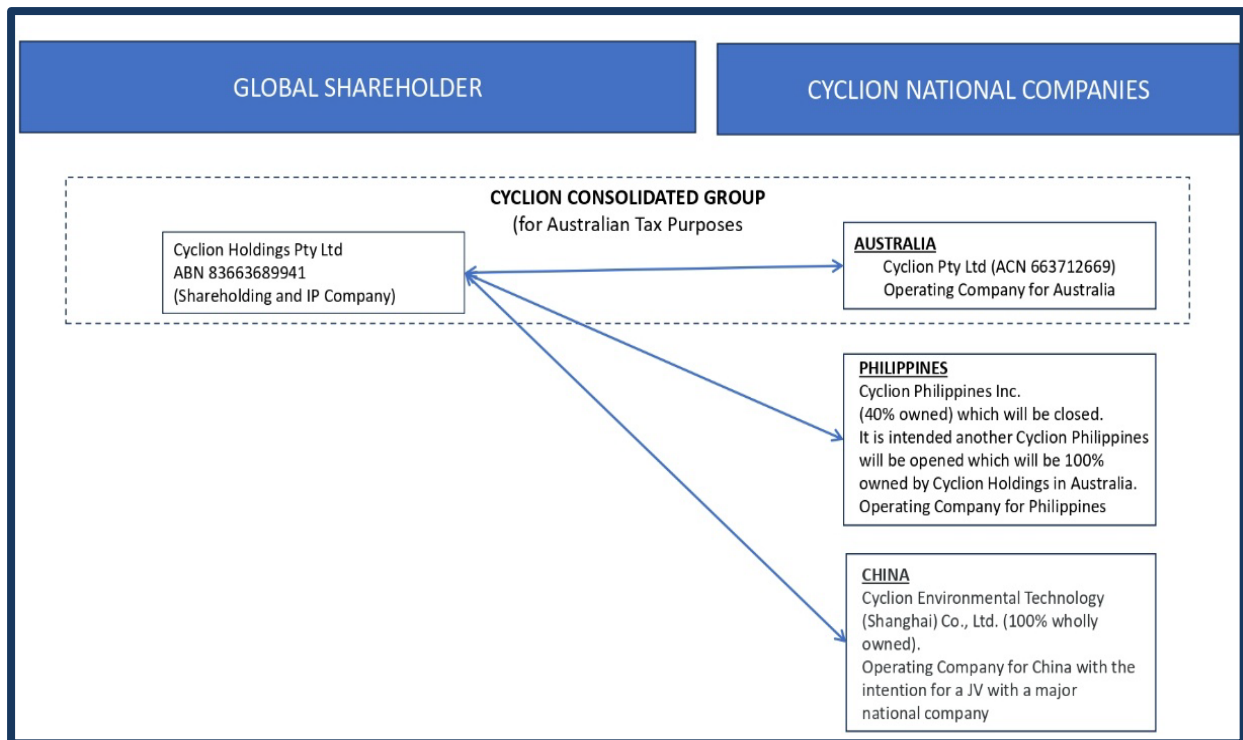
Jesper Solgaard is EY's Asia-Pacific Sustainability Tax Leader and Sydney Tax and Law Leader. He works with multinational companies to align ESG strategy with tax, legal, and commercial structures—helping clients secure green incentives, manage circular economy risks, and implement climate-aligned business models. With prior roles in EY offices across Europe and Asia, Jesper brings global insight and specialised experience in sustainability tax strategy. He holds an MSc in Accounting and Auditing from Copenhagen Business School and plays a key role in shaping Cyclion's ESG and commercial positioning.



Claire M. Y. Lee  
Principal Advisor, LCS Impact International, OPC  
Strategic Advisor – Market Development & Project Management (Philippines)

Claire provides advisory support to Cyclion on its operations in the Philippines. She brings over 20 years of experience in renewable energy, public policy, and green finance. Formerly the Senior Technical Advisor for Policy and Finance to USAID's Energy Secure Philippines program, she led key initiatives in grants management, private sector engagement, climate finance design, offshore wind capacity-building, and investment facilitation. Her earlier roles span renewable energy development, and off-grid electrification. Claire has served as President of the Philippine Solar and Storage Energy Alliance and currently sits on the board of the Renewable Energy Association of the Philippines. She holds a MSc in Climate Finance from the Berlin School of Economics and Law and a MA in Public Policy.

### 2.5.3 Group Structure



**Table 8: Group Structure**

## 2.6 Capital structure

### 2.6.1 Issued capital (before and after the Offer)

As at the date of this Offer Document, the Company has 11,753,482 ordinary shares. The majority of shares are held by the Company's founders/directors.

The table below sets out the issued capital of the Company before the Offer.

Name	ORD Shares	Percentage	ESOP	Percentage
PJAM Asset Holdings Pty Ltd ATF PM Family Trust	7,500,000	63.81%	587,674	50.00%
Citycorp Group Pty Ltd	3,300,000	28.07%	0	0
R&J K Sf Nominee Pty Ltd	629,085	5.35%	0	0
Floridablanca Pty Ltd ATF Floridablanca Trust	0	0	587,674	50.00%
Shareholders holding <5%	324,397	2.77%	0	0
<b>Total</b>	<b>11,753,482</b>	<b>100.0%</b>	<b>1,175,348</b>	<b>100.0%</b>

**Table 9: Issued capital of the Company before the Offer**

The table below sets out the issued capital of the Company following the Offer on a fully diluted basis.

Shares	Minimum Subscription (\$250,000)	Maximum Subscription (\$3,000,000)
Existing Ordinary Shares	11,753,482 (88.89%)	11,753,482 (71.47%)
ESOP (Options Issued & Vested but not Exercised)	1,175,348 (8.89%)	1,175,348 (7.16%)
Offer Shares	195,313 (1.48%)	2,343,750 (14.25%)
Warrant Shares	97,656 (0.74%)	1,175,875 (7.12%)
Total Shares (including ESOP and Warrants)	13,221,799 (100%)	16,448,455 (100%)

**Table 10: Issued capital of the Company following the Offer (on a fully diluted basis)**

## 2.6.2 Valuation Basis

An independent valuation was conducted in February 2024 by a top-tier global professional services firm (part of the Big Four). The analysis applied the Discounted Cash Flow Method, First Chicago Method, and Venture Capital Method, resulting in an indicative valuation range of USD \$8.0 million to \$10.1 million (equivalent to around AUD \$12.5 million to \$16 million). The valuation was based on average one project per annum for the next 20 years.

The current CSF Offer is based on a pre-money valuation of AUD \$15 million, which falls within this range but also recognizes the significant developments since that time.

### *Why Now?*

This CSF offer allows early-stage investors to enter at a crucial point. With the 10 TPD advancing we are on track to obtaining:

- Process guarantee for commercial projects of the Company, contingent to validation of the pilot plant;
- Further project pipeline;
- Potential access to institutional and concessional finance due to the desirability of projects that positively impact the environment; and,
- Other opportunities such as Sustainable Aviation Fuel (SAF) and methanol.

### **2.6.3 Rights and liabilities associated with securities.**

As at the date of this Offer, the only class of shares on issue are ordinary shares.

Set out below is a summary of the rights and liabilities associated with the securities in the Company. A copy of the Company's Constitution is available on the Intermediary's platform.

#### Ordinary Shares

The rights and liabilities associated with the ordinary shares are set out in the Company's constitution, including:

- All ordinary shares have the same voting rights and the same rights to receive dividends.
- Restrictions on the sale or transfer of shares, including drag and tag rights and exit provisions.
- The Board has the power to refuse a transfer of shares to a third party (as set out in clause 13.15 of the Constitution).
- The Constitution includes a definition of "Eligible Member" which means a shareholder with at least 1% of the shares on a fully diluted basis.
- Amongst other things, the Eligible Member concept relates to:
  - Pre-emptive rights for Eligible Members in certain circumstances on share issues



- o Pre-emptive rights for Eligible Members in certain circumstances on share transfers

The shares offered under this Offer are ordinary shares. A more detailed description of the rights and liabilities associated with the ordinary shares is set out in Section 3.3 below.

Additionally, if a sale or disposal would result in the Company having to issue a disclosure document or a product disclosure statement under Chapter 6D or Chapter 7 respectively of the Corporations Act, the sale may only occur in accordance with clause 12.5 of the Constitution.

### **Employee Share Option Plan (ESOP)**

The Company's constitution includes the ability to implement an employee share option plan (ESOP) in the future to attract, retain and incentivise key employees. The Constitution allows directors to implement an ESOP plan (or multiple plans) and issue options/shares. The maximum number of options that can be issued under the existing ESOP is 10% of the share capital of the Company. As at the date of this CSF Offer Document, the Company has issued and allocated a total of 1,175,348 options under the Company's existing ESOP, of which 1,175,348 options have vested and but have not been exercised by existing participants (i.e. employees) in the ESOP.

### **Lead Investor Arrangement**

Pursuant to a separate Warrant Deed Poll, the Company will after the CSF Offer concludes and shares are issued, grant Lead Warrant Investors (as defined below) the right (but not the obligation) to subscribe for one additional fully paid ordinary share per each Committed CSF Share (Warrant), up to an aggregate maximum cap for all Lead Warrant Investors of 1,175,180 Warrants (Warrant Cap). Each granted Warrant can be exercised within a two-year term at an exercise price of \$1.2764.

### **Participation in warrant program**

A "Lead Warrant Investor" is a specific wholesale investor that invests an amount equal to or above \$20,000 in this CSF Offer and:

- (a) was provided a lead commitment letter by the Company;
- (b) returned a signed lead commitment letter on or before 8:00am on 24 June 2025, pursuant to which the relevant person committed to subscribe for a specified number of shares in this CSF Offer (**Committed CSF Shares**); and
- (c) applied for and paid for at least the Committed CSF Shares.

Warrants will be granted on a "first come, first serve" basis until the Warrant Cap is exhausted (based on the date and time the person returned the signed lead commitment letter).

## Share Payment

The Company's constitution includes the ability for the Company to make payments to contractors, service providers and advisers (or any other person the Board wishes to pay) by way of Share issue in lieu of cash payments. The number of Securities (including Shares) that may be issued to each contractor, service provider or adviser under a transaction must be equal to or less than the Share Payment Threshold (as described in the Company Constitution). The Share Payment Threshold is 2% of the issued capital of the Company (however, this threshold may be increased to up to 4% by Special Resolution of Directors). As at the date of this CSF Offer Document, the Company has not utilised this power to issue any shares to service providers and therefore the Share Payment Threshold remains unallocated.

## Shareholders Agreement

Other than the Constitution, there is no shareholders agreement or other agreement between the existing shareholders of the Company.

### 2.6.4 Director and Shareholder Loans

To date, the business has been funded through a combination of equity, founder loans and grants. The director and shareholder loans will not be repaid with the funds raised under the Offer.

#### Director and Shareholder Loans

To date, the directors and shareholders have loaned funds as set out below.

Status	Person/Entity	Principal Due	Interest	Total	Repayment Date	Security
Directors	PJAM Asset Holdings Pty Ltd	\$ 65,000	\$9,750+\$4397 unpaid interest =Total \$14,147	\$ 79,147	ASAP	No
	Philip Major	\$ 38,000	\$ 5,700	\$ 43,700	ASAP	No
	Philip Major	\$ 5,746	\$ -	\$ 5,746	ASAP	No
	Ke Hu	\$ 4,500	675 for current loan. 2,708 for unpaid previous interest. Total 3,383	\$ 7,883	ASAP	No

<b>Shareholders</b>	<b>Shareholder 1</b>	\$ 10,000	\$ 1,500	\$ 11,500	ASAP	No
	<b>Shareholder 2</b>	\$ -	\$ 3,750	\$ 3,750	ASAP	No
	<b>Shareholder 3</b>	\$ 20,000	\$ 3,000	\$ 23,000	ASAP	No
	<b>Shareholder 4</b>	\$ -	\$ 2,250	\$ 2,250	ASAP	No
	<b>Shareholder 5</b>	\$ 13,000	\$ 1,950	\$ 14,950	ASAP	No
	<b>Total</b>	<b>\$ 156,246</b>	<b>\$ 36,587</b>	<b>\$ 191,926</b>		
<b>Table 11: Director and Shareholder Loans</b>						

### Debt funding

As at the date of this Offer, other than the Director and Shareholder loans, the Company has raised the following outstanding loans:

- Description – R&D and working capital
- Principal amount borrowed - \$592,500 on 22 Jan 2025  
\$64,900 on 17 Feb 2025  
\$472,600 on 30 May 2025
- Amount outstanding - \$1,187,818.52
- Interest – 1.38% per month
- Repayment date – Out of the R&D Tax Incentive after EOFY 2025
- Security – There is a general security deed over the company to secure the debt

## Grant funding

Cyclion has secured an AUD \$50,000 grant through the CSIRO RUIC Voucher Program (Reference: RUIC007). The grant is to identify the best Australian microalgae species which are potentially suitable for the CO2 remediation in the Cyclion Waste to Energy Process. 50% of this grant has been paid to JCU, with the remaining 50% due in 12 months.

In addition, the Australian Research Council (ARC) funding has been approved, and Cyclion has contributed \$60,000 to the fund, paid directly to Monash University, which is the lead institution for the ARC Research Hub for Carbon Utilisation and Recycling. The government is contributing over 50% of the total funding, with additional support from participating universities. The project will fund one postdoctoral researcher and two full-time PhD students to support Cyclion's research focus on converting plastic and biomass waste into hydrogen, liquid fuels, and high-value chemicals.

Cyclion has negotiated to have all of the intellectual property that may result from this research.

## Equity:

The Company raised just under AUD \$500,000 from a mix of retail and professional investors during the first CSF round via Birchal in October 2023, with the equivalent share price at AUD \$1.08. The capital raise was conducted at a pre-money valuation of AUD \$10 million. The round was subsequently followed by a private investment of AUD \$500,000, also at a \$10million valuation.

## 2.8 Financial information

Below are the consolidated financial statements of the Company and its controlled subsidiaries for the financial years ended 30 June 2024, which have been prepared in accordance with the Accounting Standards by Ernst & Young (EY).

Financial information for the 11 months ended May 2025 have also been included. The information has been prepared on a consistent basis based on management accounts and accordingly may be subject to change.

## 2.8.1 Balance sheet

### Unaudited consolidated statement of financial position

As at 31 May 2025

	31 May 2025 \$	30 June 2024 \$	30 June 2023 \$
<b>Assets</b>			
<b>Current Assets</b>			
Cash	154,818	1,481	1,131
Trade and other receivables	519,518	14,606	0
Other assets	20,234	19,612	1,052,642
Income tax receivable	-	209,687	74,065
<b>Total current assets</b>	<b>694,570</b>	<b>245,386</b>	<b>1,127,838</b>
<b>Non-current assets</b>			
Intangible assets	26,545	27,891	0
Loans to related parties	-	77,623	0
<b>Total non-current assets</b>	<b>26,545</b>	<b>105,514</b>	<b>0</b>
<b>Total assets</b>	<b>721,115</b>	<b>350,900</b>	<b>1,127,838</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	5,414,749	468,682	1,156,472
Borrowings	1,187,819	216,893	74,213
<b>Total current liabilities</b>	<b>6,601,940</b>	<b>685,575</b>	<b>1,230,685</b>
<b>Non-current liabilities</b>			
Founder borrowings	128,593	84,213	35,000
Related party borrowings	63,333	81,555	
<b>Total non-current liabilities</b>	<b>191,926</b>	<b>165,768</b>	<b>35,000</b>
<b>Total liabilities</b>	<b>6,794,494</b>	<b>851,343</b>	<b>1,265,685</b>
<b>Net liabilities</b>	<b>(6,073,379)</b>	<b>(500,443)</b>	<b>(137,847)</b>
<b>Equity</b>			
Issued capital	1,040,449	1,040,449	100
Accumulated losses	(7,113,828)	(1,540,892)	(137,947)
<b>Total deficit</b>	<b>(6,073,379)</b>	<b>(500,443)</b>	<b>(137,847)</b>



## 2.8.2 Profit and loss statement

### Cyclion Holdings Pty Ltd and its controlled entity

#### Unaudited consolidated statement of profit or loss and other comprehensive income

For the period ended 31 May 2025

	For the period from 1 July 2024 to 31 May 2025 \$	For the year from 1 July 2023 to 30 June 2024 \$	For the year from 1 July 2022 to 30 June 2023 \$
Revenue from contracts with customers	112,004	-	-
Other income	309,715	209,687	-
Research and development costs	(4,949,145)	(589,055)	(132,160)
Employee benefit expense	(264,456)	(260,054)	(20,769)
Legal and professional expense	(180,880)	(175,973)	(22,979)
Amortisation expense	(1,346)	(1,468)	-
Other expenses	(501,652)	(558,003)	(36,104)
<b>Earnings before interest and tax</b>	<b>(5,475,760)</b>	<b>(1,374,866)</b>	<b>(212,012)</b>
Finance income	-	126	-
Finance costs	(97,176)	(28,205)	-
<b>Loss before income tax</b>	<b>(5,572,936)</b>	<b>(1,402,945)</b>	<b>-</b>
Income tax expense	-	-	-
<b>Loss after income tax</b>	<b>(5,572,936)</b>	<b>(1,402,945)</b>	<b>(212,012)</b>
Other comprehensive income	-	-	-
<b>Total comprehensive loss for the period/year, net of tax</b>	<b>(5,572,936)</b>	<b>(1,402,945)</b>	<b>(212,012)</b>

Note: An explanation of how creditors will be managed is in the management notes in 2.8.5.

### 2.8.3 Cash flow statement

#### Unaudited consolidated statement of cash flows

For the period ended 31 May 2025

	For the period from 1 July 2024 to 31 May 2025	For the year from 1 July 2023 to 30 June 2024	For the year from 1 July 2022 to 30 June 2023
	\$	\$	\$
<b>Operating activities</b>			
Receipts from customers	135,148	248,676	-
Payments to suppliers and employees	(1,169,029)	(1,291,440)	(108,182)
Interest received	-	126	-
Interest paid	(97,176)	(28,205)	-
Income tax paid	209,687	(135,622)	-
<b>Net cash flows used in operating activities</b>	<b>(921,370)</b>	<b>(1,206,465)</b>	<b>(108,182)</b>
<b>Investing activities</b>			
Purchase of intangible assets	-	(29,359)	-
<b>Net cash flows used in investing activities</b>	<b>-</b>	<b>(29,359)</b>	<b>-</b>
<b>Financing activities</b>			
Net proceeds from issuance of shares	-	1,005,449	100
Net proceeds from borrowings	997,084	308,448	109,213
Proceeds from/(advances to) related entity	77,623	(77,623)	-
<b>Net cash flows from financing activities</b>	<b>1,074,707</b>	<b>1,236,274</b>	<b>109,313</b>
<b>Net increase in cash and cash equivalents</b>	<b>153,337</b>	<b>450</b>	<b>1,131</b>
Cash and cash equivalents at the beginning of the period/year	1,481	1,131	-
<b>Cash and cash equivalents at the end of the period/year</b>	<b>154,818</b>	<b>1,481</b>	<b>1,131</b>

## 2.8.4 Statement of changes in equity

### Unaudited consolidated statement of changes in equity

For the period ended 31 May 2025

	Issued capital	Accumulated losses	Total deficit
	\$	\$	\$
<u>At 1 July 2024</u>	1,040,449	(1,540,892)	(500,443)
Loss for the period	-	(5,572,936)	(5,572,936)
Other comprehensive income	-	-	-
<b>Total comprehensive loss for the period</b>	-	(5,572,936)	(5,572,936)
<u><b>At 31 May 2025</b></u>	<u>1,040,449</u>	<u>(7,113,828)</u>	<u>(6,073,379)</u>
<u>At 1 July 2023</u>	35,000	(137,947)	(102,947)
Loss for the year	-	(1,402,945)	(1,402,945)
Other comprehensive income	-	-	-
<b>Total comprehensive loss for the year</b>	-	(1,402,945)	(1,402,945)
Issue of share capital	1,005,449	-	1,005,449
<u><b>At 30 June 2024</b></u>	<u>1,040,449</u>	<u>(1,540,892)</u>	<u>(500,443)</u>
<u>At 1 July 2022</u>	-	-	-
Loss for the year	-	(137,947)	(137,947)
Other comprehensive income	-	-	-
<b>Total comprehensive loss for the year</b>	-	(137,947)	(137,947)
Issue of share capital	100	-	100
<u><b>At 30 June 2023</b></u>	<u>100</u>	<u>(137,947)</u>	<u>(137,847)</u>

## 2.8.5 Management comments on historical performance and outlook

Cyclion Holdings is a pre-revenue business in the early stages of piloting its waste-to-resource technology. The cost base is expected to evolve over the next 12 months, with key expenditures allocated to university plant equipment purchases, research development groups (RGD) with academic institutions, engineering design, recruitment and compensation of key personnel, and business development initiatives.

The Company successfully completed a previous raise in 2023, which provided essential funding to advance its early-stage development. As per the commitments for the use of those funds:

- Completed and ongoing: Engineering has been started for the university plant costing over \$300,000 so far.
- Completed and ongoing: Invested over \$300,000 in R&D with QUT since the last CSF to further improve the Cyclion Catalytic Fluid performance.
- Completed and ongoing: Operational cost used to expand opportunities and identify significant industry partners across several countries to diversify the opportunity. This is not to minimise the importance of the Philippines, as the Filipinos have been very welcoming and supportive.
- Completed: More than \$40,000 indicated in the raise has been spent on sales & marketing, however, other priorities have been the focus of funds were secured, namely, research and patents.
- Completed: Offer costs. These were paid on completion of the raise.

This was accomplished despite significant financial challenges caused by continual delays in NDC funding which was allocated in Nov 2023 and due early 2024.

Despite these challenges, Cyclion has also been able to achieve:

- Significant progress with R&D across multiple research institutions to accelerate optimisation and other identify other value add products, such as the ability to produce SA.
- The patent has progressed to cover more than 160 countries and needs to be formalised in August for final approval.
- Explored commercial project opportunities in Southeast Asia

- Secured government grants and raised funding through the R&D tax incentive.

As of February 2025, the Company secured an R&D loan facility totalling AUD \$1,130,000 from Kashcade RD1 Pty Ltd. The facility includes standard setup fees and accrued interest and is expected to be fully offset by refundable R&D tax incentives. According to Letters of Comfort issued by RADBE Consulting, Cyclion is entitled to refundable R&D tax offsets of AUD \$740,721.92 (July 2024–Jan 2025) and AUD \$81,071.39 (Jan–Feb 2025), and \$592,403.88 (Mar–May 2025) totalling an expected R&D tax incentive rebate of over \$1,414,197.19.. These offsets are expect to repay the R&D loans principle and interest with extra funds available repay director and shareholder loans and interets.at the end of the financial year.

To date, founder and directors have increased critical early-stage financing, with total loans of \$191,296 to the Company. These loans are unsecured and have been instrumental in funding operations, patenting activity, and R&D.

Cyclion Creditor Explanation		
Creditor	Amount	Payment Plan
ARTELIA PHILIPPINES, INC.	\$ 13,332	To be Paid by the International Corporation as a Part of the 10 TPD Plant
MTT ST	\$ 20,460	
ERNST & YOUNG (New Zealand)	\$ 18,385	
Vortair	\$ 1,172,914	
JCU	\$ 990,000	
<b>Sub Total</b>	<b>\$ 2,215,091</b>	
JCU	\$ 715,000	To be Paid by the CSF Raise. If insufficient funds are raised, then research will be paused until further funding is received. This research increases IP and helps prepare for commercial operations
JCU	\$ 55,000	
MONASH University	\$ 66,000	
<b>Sub Total</b>	<b>\$ 836,000</b>	
MTT ST	1,086,835	Supportive Companies with Long Term Payment Plan After Pilot Plant
JCU	550000	
DysrupIT Pty Limited	330000	
<b>Sub Total</b>	<b>\$ 1,966,835</b>	
<b>Total</b>	<b>\$ 5,017,926</b>	All creditors are very supportive of Cyclion and flexible with payment terms. Most of the actual expenses for the creditors is over the second half of 2025 and therefore the creditors have not yet incurred any costs. This was done to be able to move as fast as possible with the 10 TPD plant and related preparations. If insufficient funds were raised, activities could be suspended and credit notes raised. However, the intention is to move forward as quickly as possible to expedite the positive impact on the environment.



We do not expect to be profitable in the short term. Comments on revenue outlook are inherently uncertain and should not be solely relied upon as they are subject to change, uncertainty, and unexpected events, many of which cannot be controlled. Accordingly, actual results are likely to differ from the forecasts. No representation or assurance is or can be given that the forecasts will be achieved. Past performance is no guarantee of future performance. This revenue outlook has been prepared by the Company and has not been validated by an independent third party.

## 2.7 Key risks facing the business

An investment in the Company should be seen as high-risk and speculative. A description of the main risks that may impact the Company's business is below. Investors should read this section carefully before deciding to apply for shares under the Offer. There are also other, more general risks associated with the Company (for example, risks relating to general economic conditions or the inability to quickly or easily sell your shares).

### Risks and Mitigation

Risk	Description	Mitigation
Funding Risk	Cyclion's capital-light model still depends on raising funds to deliver and operate the 10TPD pilot and subsequent projects. Delays in funding could affect project timelines and commercial momentum.	Cyclion is raising up to AUD \$3 million through a CSF round to fund the 1TPD university plant, with additional MOAs and LOIs secured to support scaled projects. Funding is phased and milestone based. Partial payments have been received from the corporation advancing the 10 TPD plant.
Key Person Risk	The company currently relies on a small core team, including the founder and key advisors, for operations, IP development, and partner negotiations.	The company is expanding its advisory team and formalising roles through subsidiaries and partner contracts in the Philippines and Australia.
Technology Risk	While the process has been validated in university labs and via past pilots, performance at commercial scale (e.g. 10TPD or 50TPD) still needs to be proven.	A 10 TPD pilot project is being developed in collaboration with a Philippine corporation to serve as a technical proof of concept. The modular design of Cyclion's system minimizes scale-up risk.
Start-up and Early-Stage Risk	Cyclion is pre-revenue, and commercial traction is still developing. Delays in market adoption or offtake agreements could affect financial sustainability.	The company has secured an MOA with a corporation, signed an MOU with a local government unit for a 900TPD project, and is in active discussions with a

		Special Economic Zone and other potential off takers.
Intellectual Property Risk	Cyclion's proprietary process is protected under a pending Australian patent (No. 2023900407C), but global protection is still in progress.	Global prior art searches have been conducted by IP Australia. An experienced IP attorney is handling international filings. Cyclion also uses a partnership model that embeds its technology into end-to-end delivery.
Contract Dependency Risk	Cyclion relies on third-party universities, EPCM firms, manufacturers, and logistics providers to deliver each project. Disruptions or underperformance could affect timelines.	The company has identified alternative suppliers in the UK, Germany, China, and the Philippines. Modular plant design and standardised project delivery minimise switching costs.
Regulatory and Permitting Risk	Delays in securing environmental and permitting approvals could affect project rollout, especially in new jurisdictions.	Cyclion works with local government agencies, and its partner NDC is expected to assist with permitting in the Philippines. The 10TPD project includes permitting support by the corporation partner.
Market and Policy Risk	Waste-to-resource and circular economy markets depend on supportive policies, offtake regulation, and energy prices. Changes in legislation or energy subsidies could affect commercial viability.	Cyclion engages with government counterparts (e.g. NDC, local LGUs), multilateral institutions, and policy advisors to stay ahead of regulatory shifts. The company is also exploring SAF potential with ISA and other regional partners.
<b>Table 11: Risk and Mitigation</b>		

## Section 3: Information about the Offer

### 3.1 Terms of the Offer

The Company is offering up to 2,343,750 shares at an issue price of \$1.28 per share to raise up to \$3,000,000. The key terms and conditions of the Offer are set out below.

Term	Details
Shares	Fully paid ordinary shares
Price	\$1.28 per share
Minimum Subscription	\$250,000
Maximum Subscription	\$3,000,000
Opening date	24 June 2025
Closing date	10 July 2025

**Table 12: Terms of the Offer**

A description of the rights associated with the shares is set out in Section 3.3.

To participate in the Offer, you must submit a completed application form together with the application money via the Intermediary's platform. The Intermediary's website provides instructions on how to apply for shares under the Offer at [www.birchal.com](http://www.birchal.com).

The Intermediary must close the Offer early in certain circumstances. For example, if the Maximum Subscription is reached, the Offer must be closed. If the Minimum Subscription is not reached or the Offer is closed but not completed, you will be refunded your application money.

Retail investors may withdraw their application during the Cooling-off Period. Further information on investor cooling-off rights can be found in Section 4 of this CSF offer document.

The Offer is not underwritten and there is no guarantee that these funds will be raised.

### 3.2 Use of funds

The table below sets out the intended use of funds raised under this Offer based on the minimum and maximum subscription amounts.

Intended use	Minimum Subscription (AUD) \$250,000	Maximum Subscription (AUD) 3,000,000
University Demonstration Plant	\$0	\$500,000
Engineering	\$0	\$212,500
University R&D Costs	\$0	\$1,500,000
Operational Costs	\$0	\$312,000
Patent Worldwide subscription	\$231,250	\$250,000
Offer Costs	\$18,750	\$225,000
Total	\$250,000	\$3,000,000
<b>Table 13: Use of Funds</b>		

The Offer costs include the Intermediary's fees under the hosting agreement between the Company and the Intermediary. These fees are up to 7.5% of all funds raised by the Company through Birchall Financial Services Pty Ltd (Intermediary). The Offer costs are exclusive of GST.

Other than as specified above, no other payments from the funds raised will be paid (directly or indirectly) to related parties, controlling shareholders, or any other persons involved in promoting or marketing the Offer.

We expect that the Maximum Subscription amount to be sufficient to meet the Company's short-term objectives over the next 12 months.

If this CSF Offer is unsuccessful, or if only the Minimum Subscription amount is raised, the Company will require further funding to be able to carry out our intended activities over the next 12 months. In such circumstances, the Company may consider alternative sources of funding, such as undertaking a further CSF offer under the CSF regime or other debt or equity funding. Until additional funding is obtained, we will scale back on the university demonstration plant, engineering, R&D costs, operation costs and continue to focus our cash resources on the patent worldwide subscription and finance fees.

### **3.3 Rights associated with the shares**

Immediately after issue, the shares under this Offer will be fully paid ordinary shares. There will be no liability on the part of shareholders and the shares will rank equally with the shares currently on issue.

The rights associated with the shares are set out in the Company's constitution. These rights are described below. A copy of the constitution is available on the Intermediary's platform.

#### **3.3.1 Voting rights**

In respect of any shareholder decision, each shareholder has one vote on a poll for each fully paid share held.

As discussed below, shareholders will not be entitled to vote on some important decisions of the Company (for example, those matters which are reserved for resolution by the board of directors of the Company).

#### **3.3.2 Dividends**

All shareholders have a right to receive any dividends declared and paid by the Company. The directors have a discretion and may resolve to pay dividends, subject to their obligations under the Corporations Act (for example, they cannot pay dividends unless the Company's assets are sufficiently in excess of its liabilities immediately before the dividend is declared and where it may materially prejudice the Company's ability to pay its creditors).



### 3.3.3 General meetings and notices

Clause 22.1 of the Constitution sets out when and how general meetings may be called.

- Directors have the power to call meetings of all shareholders or meetings of only those shareholders who hold a particular class of shares.
- Shareholders may requisition the holding of a general meeting in accordance with the Corporations Act 2001.

Shareholders must be given notice of any meetings in the manner contemplated by clause 22.2 of the Constitution.

### 3.3.4 Election and removal of directors

Shareholders may vote to elect and remove directors at a general meeting by way of ordinary resolution (50%).

The Company must have at least two directors and no more than five directors (unless otherwise determined in accordance with the Constitution).

Pursuant to clause 25.5 of the Constitution, shareholders may vote to elect and remove some of the directors of the Company (provided certain consents have been obtained).

In addition to the above, the following shareholders have special powers to appoint and remove directors of the Company:

1. the Initial Founder (as described in the Constitution), being, at the date of this Offer Document, the shareholder associated with Philip Major, may appoint a director if they hold 5% or more of the equity;
2. the Secondary Founder (as described in the Constitution) being, at the date of this Offer Document, the shareholder associated with Stephen Burns, may appoint a director for the longer of 18 months from 10 October 2023 and while they hold 15% or more of the equity; and
3. each Major Member (being each shareholder that holds at least 20% of the issued equity in the Company) may appoint a director.

### 3.3.5 Winding-up

If the Company is wound up and there are any assets left over after all the Company's debts have been paid, the surplus is distributed to shareholders after secured and unsecured creditors of the Company. Holders of fully paid ordinary voting shares rank [ahead/behind] other classes of shares (if any).

### 3.3.6 Restrictions on sale and transfer

#### Drag along and tag along rights

The Constitution includes both drag and tag-along rights:

- Drag rights - Pursuant to clause 15 of the Constitution, where shareholders holding at least 70% of the issued share capital of the Company (Majority Sellers) receive an offer from a third party to acquire all of the issued shares in the Company, the Majority Sellers may require all other shareholders to sell their shares to that third party (or to another Eligible Member, if the Board implements an Alternate Offer Process pursuant to clause 15.3 of the Constitution). The availability of this right is subject to the Corporations Act.
- Tag rights -where the transfer by a shareholder (or group of shareholders) would result in a third party acquiring at least 60% of the issued share capital in the Company, then shareholders (other than those who intend to sell to that third party) will have the right to tag along to the transfer in accordance with clause 14 of the Constitution.

## **Pre-emptive rights on transfer**

Except in the case of Permitted Transfers (as described in the Constitution) and other permissible disposals (such as pursuant to a drag along, tag along event or the minor parcel transfer process), shareholders wishing to sell shares must first offer those shares to Eligible Members (as defined in the Constitution) before those shares can be sold to third parties.

Where a proposed sale is in respect of a parcel of shares which equates to less than 0.3% of the total number of shares on issue in the Company at the relevant time, the Board may offer the relevant shares to any existing shareholder or third party without the need to comply with the pre-emptive rights process set out in clause 13 of the Constitution. The Board may also elect not to take (or to delay taking) such actions.

## **Escrow arrangements in an IPO**

Pursuant to clause 19.3 of the Constitution, if the Board resolves in favour of an IPO, each shareholder agrees to enter into any required escrow arrangements as may be required by law, the rules of the relevant stock exchange, or as may be recommended by the relevant financial adviser to enable the success of the IPO.

## **Discretion to refuse to register a transfer of shares**

Under clause 13.15 of the Constitution, the Board has the discretion to refuse to register a transfer of shares that does not comply with the terms of the Constitution, applicable law, or specific provisions such as the ESOP.

## **On-sale restrictions under the Corporations Act**

Any CSF Shares acquired under the Offer must not be on sold within 12 months of their issue without a prospectus or other disclosure document, unless an exemption under section 708 of the Corporations Act 2001 applies (e.g. sales to sophisticated or professional investors) or unless ASIC gives relief from the requirement to provide such prospectus or other disclosure document.

The Constitution also outlines certain rules and processes pursuant to which you may dispose of your Shares.

### **3.3.7 Pre-emptive rights / anti-dilution on issue of shares**

The Company may only issue new securities (including shares) in accordance with the Constitution.

Under clause 5 of the Constitution, where the Company wishes to issue new securities in the Company, other than in the case of certain Excluded Issues (as described in the Constitution), the Company must first offer the new securities to any existing Eligible Members (as described in the Constitution).

### **Defaulting shareholders**

If an Event of Default (as that term is defined in clause 1.1 of the Constitution) occurs, the defaulting shareholder may be required to sell its shares in accordance with the process set out in clause eighteen of the Constitution. A discount of 15% will apply to a forced sale triggered by the occurrence of an Event of Default.

### **Competition Restriction**

Clause 34 of the Constitution sets out a range of Restricted Activities (as described in the Constitution) which must not be undertaken by shareholders. These include obligations not to compete with the company, not to solicit customers of the Company and not to interfere with the relationships between the Company and its employees, contractors, suppliers, or customers.

Professional investors (as that term is defined in clause 34.9 of the Constitution) and shareholders (other than employees) who hold less than 1% of the fully diluted equity will not be subject to the non-compete. All other shareholders are subject to the Competition Restriction (subject to certain exceptions specified in clause 34.8 and 34.9 of the Constitution).

### **Decision making**

Under the Constitution, the directors of the Company have significant decision-making power with respect to the business of the Company. In many cases where decisions are reserved for resolution by the directors of the Company under the Constitution, shareholders will not have the opportunity or ability to vote.

Under the Constitution, decisions or actions are categorised into four categories:

- those that require an Ordinary Resolution (as described in the Constitution) of Directors;
- those that require a Special Resolution (as described in the Constitution) of Directors;
- those that require an Ordinary Resolution (as described in the Constitution) of shareholders; and
- those that require a Special Resolution (as described in the Constitution) of Directors

In addition to the required a resolution, the written consent of the Founder Shareholder is required for certain decisions or actions.

### 3.3.8 Amendments to the Constitution

To vary the Constitution or adopt a new constitution, the Company must pass a special resolution at a general meeting. At least 75% of the voting members of the Company must vote in favour of the resolution for it to pass.

### 3.4 What can I do with my shares?

Shares in the Company are considered illiquid as they cannot easily be transferred or sold.

However, there are numerous possible circumstances that may create an opportunity for shareholders to exit their investment in the Company. These include:

- A trade purchase of the Company
- A listing on a registered stock exchange (e.g. the ASX)
- A private equity investment in the Company
- A share buy-back by the Company

There is no guarantee that any of the exit options will eventuate.

### 3.5 Details of previous CSF offers

On October 17, 2023, the Company made a CSF Offer on the Intermediary's platform.

Under that CSF Offer, the Company offered up to 1,574,074 ordinary shares at an AUD 1.08 share price. The CSF Offer was successfully completed and \$498,348.72 was raised.

Under that CSF Offer, the directors of the Company were Philip Major and Ke (Amanda) Hu.

### 3.6 Early-Stage Innovation Company (ESIC)

From 1 July 2016, if you invest in a qualifying early-stage innovation company (ESIC), you may be eligible for tax incentives. The incentives provide eligible investors, who purchase new shares, with:

- a non-refundable carry forward tax offset equal to 20% of the value of their qualifying investments. This is capped at a maximum tax offset amount of \$200,000 for sophisticated investors and their affiliates and \$50,000 for retail investors and their affiliates.
- a modified capital gains tax (CGT) treatment, under which capital gains made or accrued on qualifying shares that are continuously held for at least 12 months and

less than ten years are exempt from CGT. Capital losses made or accrued on shares held less than ten years are also disregarded.

More information about the ESIC regime is available from the [ATO website here](#).

Based on an objective self-assessment with the assistance of advisors, the Company has assessed itself and believes that it meets the criteria as a qualifying ESIC for the purposes of this Offer. Investors who purchase new shares in qualifying ESICs may be eligible for certain early-stage tax incentives. This assessment was supported by a 200-point score under the ESIC innovation test, well above the 100-point threshold required to qualify.

The Company does not warrant or guarantee that it will qualify under relevant rules as an ESIC and is not able to form a view or give investors tax advice as to whether they are eligible for any tax incentives. Neither the Company nor Birchall Financial Services Pty Ltd take any responsibility for investors that invest on the assumption that ESIC will apply to them or the Company. We recommend that investors seek independent tax advice about their investment.

## **Section 4: Information about investor rights**

### **4.1. Cooling-off rights**

If you are a retail investor, you have the right to withdraw your application under this Offer and to be repaid your application money. If you wish to withdraw your application for any reason (including if you change your mind about investing in the Company), you must do so within five business days of making your application (Cooling-off Period).

You must withdraw your application via the Intermediary's platform. You will be able to withdraw your application within the Cooling-off Period by following the link and the instructions within your portfolio on the Intermediary's platform.

After your withdrawal has been processed, the Intermediary will refund the application money to your nominated account as soon as practicable.

### **4.2. Communication facility for the Offer**

You can ask questions about the Offer on the communication facility available on the Intermediary's platform. You can also use the communication facility to communicate with other investors, with the Company and with the Intermediary about this Offer.

You will be able to post comments and questions about the Offer and see the posts of other investors on the communication facility. The Company and/or the Intermediary will also be able to respond to questions and comments posted by investors.



Officers, employees or agents of the Company, and related parties or associates of the Company or the Intermediary, may participate in the facility and must clearly disclose their relationship to the Company and/or Intermediary when making posts on the facility.

Any comments made in good faith on the communication facility are not subject to the advertising restrictions in the Corporations Act.

### **4.3. Proprietary company corporate governance obligations**

#### **4.3.1. Annual report**

The Company is required to prepare annual financial reports and directors' reports and lodge these annual reports with ASIC (within four months of the financial year end). The Company has a 30 June year end, and its financial reports must be lodged by 31 October each year.

Our financial reports are currently not required to be audited as we are a small proprietary company. This means that the Company's financial reports will not be subject to auditor oversight and, therefore, there will be no independent assurance of the Company's financial statements. However, the directors are still required to ensure that the financial statements give a true and fair view of the Company's financial position and performance and that the financial statements comply with the accounting standards.

We may be required to have our financial reports audited in the future if we raise more than \$3 million from CSF offers (including this current offer and any future offers) or otherwise become a large proprietary company.

#### **4.3.2. Distribution of annual report**

The Company is not required to notify shareholders in writing of the options to receive or access the annual report. Shareholders will not be able to elect to receive a copy of the annual report by way of email or post. However, shareholders can access the annual report on the Company's share registry website at the following address <https://www.cakeequity.com/> (free of charge) or can purchase the report from ASIC.

#### **4.3.3. Related party transactions**

The rules on related party transactions in Chapter 2E of the Corporations Act will apply to the Company (for so long as we continue to have CSF shareholders). This means that the Company is required to obtain shareholder approval before giving financial benefits to related parties of the company (e.g. directors and their spouses, children, or parents), subject to certain exceptions (such as reasonable remuneration provided to directors).

#### **4.3.4. Takeovers**

The takeover rules in the Corporations Act will apply to the Company in a very limited way. If someone wants to buy more than 20% of the voting shares in the Company, they will be able to do so without complying with the takeover rules. This means a person may be able to get control of the Company without making a formal takeover bid to all shareholders or without seeking shareholder approval.

Shareholders will not have the benefit of the full protections under the takeover rules, which means you may not have the right to vote on or participate in a change of control of the company. However, the general principles of ensuring shareholders have sufficient information and time to consider a change of control, and all have a reasonable and equal opportunity to participate in any benefits, will apply to the Company. In addition, the Takeovers Panel has jurisdiction to hear disputes relating to control of the Company.

#### **4.4. Company updates**

The Company will provide regular updates to investors on the Company's website at the following address <https://cylcion.energy>, via the Company's share registry website at the following address <https://www.cakeequity.com/> and via the Intermediary's platform.

## Glossary

**CCF** means Cyclion Catalytic Fluid, which is a blend of ionic liquids, catalysts, and nanomaterials

**Company** means Cyclion Holdings Pty Ltd ACN 663689941

**Cooling-off Period** means the period ending five business days after an application is made under this Offer, during which a retail investor has a right to withdraw their application and be repaid their application money

**CSF** means crowd-sourced funding under Part 6D.3A of the Corporations Act

**Intermediary** means Birchall Financial Services Pty Ltd ACN 621 812 646 AFSL 502618

**LGU** refers to Local Government Unit

**Maximum Subscription** means the amount specified in this CSF offer document as the maximum amount sought to be raised by the Offer. The Maximum Subscription is subject to rounding based on the share price of the Offer.

**Minimum Subscription** means the amount specified in this CSF offer document as the minimum amount sought to be raised by the Offer. The Minimum Subscription is subject to rounding based on the share price of the Offer.

**MOA** refers to a Memorandum of Agreement which is used to outline the intentions and terms between parties without creating a legally binding contract.

**Offer** means an offer of fully paid ordinary shares by the Company under this CSF offer document

**Retail investor** has the meaning given to the term “retail client” under the Corporations Act

**SAF** means Sustainable Aviation Fuel

**TPD** means Tonne-per-Day

**WtE** refers to Waste-to-Energy technologies