

For personal use only

THE CALMER CO INTERNATIONAL LIMITED
ACN 169 441 874
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (AEST)
DATE: 1 March 2024
PLACE: 96 Victoria Street
WEST END QLD 4101

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AEST) on 28 February 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE UP TO 8,333,333 OPTIONS - DECEMBER 2022 PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,333,333 Options on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – APPROVAL TO ISSUE 5,000,000 OPTIONS TO NOVUS CAPITAL – DECEMBER 2022 PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS – APRIL PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 55,555,556 Options on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS – BROKER FACILITATION FEE

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,990,485 Options on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS – FIRM COMMITMENT PROVIDERS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 14,523,750 Options on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – FIRM COMMITMENT PROVIDERS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,841,250 Shares on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – APPROVAL TO ISSUE BROKER OPTIONS TO NOVUS CAPITAL

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 14,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – APPROVAL TO ISSUE MANAGEMENT FEE SHARES – NOVUS CAPITAL

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT OPTIONS - OCTOBER 2022 PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 833,333 Shares on the terms and conditions set out in the Explanatory Statement.”

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

Voting Exclusion Statements

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

Resolution 1 – Approval to Issue Options – December 2022 Placement	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement participants) or an associate of that person (or those persons).
Resolution 2 – Approval to issue Options – Novus Capital – December 2022 Placement	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Novus Capital) or an associate of that person (or those persons).
Resolution 3 – Approval to issue Placement Options- April Placement	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the April Placement participants) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Options – Broker Facilitation Fee	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Brokers who assisted with the facilitation of the April Placement) or an associate of that person (or those persons).
Resolution 5 and Resolution 6 – Approval to Issue Shares and Options – Firm Commitment Providers	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Firm Commitment Providers) or an associate of that person (or those persons).
Resolution 7 and Resolution 8 – Approval to issue Broker Options and Management Fee Shares to Novus Capital	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Novus Capital) or an associate of that person (or those persons).
Resolution 9 – Approval to Issue Placement Options – October 2022 Placement	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the October 2022 Placement participants) or an associate of that person (or those persons).
Resolution 10 – Ratification of prior issue of Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely Riya Investments Pty Ltd) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Registry Services will need to verify your identity. You can register from 1:30pm (AEST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9426 0666.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – APPROVAL TO ISSUE UP TO 8,333,333 OPTIONS - DECEMBER 2022 PLACEMENT

1.1 General

As announced on 23 December 2022, the Company completed a capital raising to raise up to \$500,000 (**Placement**). Under the Placement, which completed on 5 January 2023, the Company agreed to issue up to 8,333,333 free-attaching Options on the basis of one (1) free-attaching Option for every four (4) Shares subscribed for and issued under the Placement (**Placement Options**).

The Company previously received shareholder approval for the issue of the Placement Options at a general meeting of shareholders held on 12 April 2023. The Company did not issue the Placement Options within 3 months after the date of the meeting, as required by Listing Rule 7.3.4, and is therefore re-seeking shareholder approval for the issue of the Placement Options.

The Placement Options were not issued within 3 months of receipt of Shareholder approval due to a communication and administrative error between the Company's former Company Secretary and the former lead broker at Novus Capital Limited. The Company only became aware that these securities had not been issued after the approval had lapsed. The Company has changed both the lead broker and the Company Secretary and has a system in place to ensure this error will not occur again.

The Company engaged Novus Capital Limited (ACN 006 711 995) (AFSL 238168) (**Novus Capital**) to manage the issue of the securities under the Placement. Under a mandate entered into with Novus Capital, the Company has paid Novus Capital a fee of up to \$30,000 (being 6%) on the amount raised under the Placement and has agreed to issue 5,000,000 Options priced at \$0.03 each (refer to Resolution 2)

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

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

1.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

1.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Placement Options will be issued to professional and sophisticated investors who are clients of Novus Capital who participated in the Placement announced on 23 December 2022. The recipients were identified through a bookbuild process, which involved Novus Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 8,333,333. The terms and conditions of the Placement Options are set out in Schedule 1;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur progressively;
- (e) the issue price will be nil per Placement Option as the Placement Options will be issued on a 1:4 free attaching basis with the Shares that were issued under the Placement on 5 January 2023. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the purpose of the issue of the Placement Options is to complete the terms of the capital raising announced on 23 December 2022;
- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

2. RESOLUTION 2 – APPROVAL TO ISSUE OPTIONS – NOVUS CAPITAL – DECEMBER 2022 PLACEMENT

2.1 General

As set out in Section 1.1 above, the Company engaged the services of Novus Capital to manage the issue of the securities under the Placement. The Company is proposing to issue up to 5,000,000 Options in part consideration for lead manager services provided by Novus Capital (**Broker Options**).

The Company previously received shareholder approval for the issue of the Broker Options at a general meeting of shareholders held on 12 April 2023. The Company did not issue the Broker Options within 3 months after the date of the meeting, as required by Listing Rule 7.3.4, and is therefore re-seeking shareholder approval for the issue of the Broker Options.

The Broker Options were not issued within 3 months of receipt of Shareholder approval, for the reasons set out in Section 1.1 above.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Broker Options.

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

2.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to If Resolution 2:

- (a) the Broker Options will be issued to Novus Capital (or its nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Broker Options to be issued is 5,000,000. The terms and conditions of the Broker Options are set out in Schedule 1;
- (d) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur progressively;
- (e) the Broker Options will be issued at a nil issue price, in part consideration for lead manager services provided by Novus Capital;

- (f) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the mandate with Novus Capital;
- (g) the Broker Options are being issued to Novus Capital under the mandate, the material terms of which are set out in Section 1.1 above, and
- (h) the Broker Options are not being issued under, or to fund, a reverse takeover.

3. BACKGROUND TO THE APRIL PLACEMENT – RESOLUTIONS 3, 4, 5, 6, 7 AND 8

3.1 Background

As announced on 19 April 2023, the Company raised \$500,000 (before costs) from sophisticated investors on the basis of the issue of 166,666,667 Shares at an issue price of \$0.003 per Share along with one (1) Option for every three (3) attaching Shares subscribed for and exercisable at \$0.006 expiring on or before 30 June 2026 (**April Placement**). Following settlement of the April Placement, the Company also undertook a rights issue to raise a further \$500,000 (**Rights Issue**).

The April Placement completed as follows:

- (a) 49,700,000 Shares were issued on 5 May 2023 pursuant to the Company's Listing Rule 7.1 placement capacity to raise \$150,000; and
- (b) 115,966,676 Shares were issued on 5 July 2023 following receipt of Shareholder approval at the general meeting held on 22 June 2023.

In connection with the April Placement, the Company agreed to issue up to 55,555,556 free-attaching Options to April Placement participants (**Placement Options**).

The Company previously received shareholder approval for the issue of the Placement Options at a general meeting of shareholders held on 22 June 2023. The Company did not issue the Placement Options within 3 months after the date of the meeting, as required by Listing Rule 7.3.4, and is therefore re-seeking shareholder approval for the issue of the Placement Options under Resolution 3.

The Placement Options were not issued within 3 months of receipt of Shareholder approval, for the reasons set out in Section 1.1 above.

Broker Facilitation

As part of the April Placement, the Company agreed with Novus Capital under the lead manager mandate, subject to receipt of Shareholder approval to provide up to 65,000,000 Options to various brokers who assisted Novus Capital with facilitating the April Placement (**Brokers**). There were no formal agreements entered into between the Company and these Brokers. The Company has now received all of the details of the Options due to these Brokers in consideration for their services, and the total number of Options to be issued to Brokers facilitating the April Placement is 5,990,485 Options (**Broker Facilitation Fee Options**).

The Company is seeking approval for the Broker Facilitation Fee Options under Resolution 4.

Novus Capital

The Company engaged the services of Novus Capital to manage the April Placement pursuant to a lead manager mandate dated in or about June 2023. The Company also engaged Novus Capital's services to manage the Rights Issue undertaken in conjunction with the April Placement.

In consideration for Novus Capital acting as the lead manager to the April Placement and Rights Issue, the Company agreed, subject to receipt of Shareholder approval to:

- (a) issue Novus Capital up to 65,000,000 Options with an exercise price of \$0.006, expiring on or before 30 June 2026, to be issued pro rata over the \$500,000 that was raised under the April Placement (**Broker Options**);
- (b) pay Novus Capital a management fee of \$30,000 in respect of the Rights Issue which was to be satisfied by the issue of securities, being 10,000,000 Shares (**Management Fee Shares**) and 3,333,333 Options (together, the **Rights Issue Management Fee Securities**); and
- (c) issue up to 16,023,744 firm commitment options and a firm commitment fee of 3%, payable in shares at a deemed issue price of \$0.003 per Share (**Firm Commitment Fees**). Refer to Resolutions 5 and 6 for further information regarding the Firm Commitment Fees.

In November 2023, the Company and Novus Capital agreed to amend the terms of the lead manager mandate as follows:

- (a) the Company is to issue a total of 39,000,000 Broker Options in satisfaction of fees related to the management of the April Placement (instead of the 65,000,000 Broker Options as noted above) comprising:
 - (i) 25,000,000 Broker Options which were issued to Novus Capital on 21 December 2023, and which were approved by Shareholders at the Company's annual general meeting held on 20 November 2023, and
 - (ii) a further 14,000,000 Broker Options (subject to receipt of Shareholder approval under Resolution 7) to Novus Capital,

in full satisfaction of all fees owing to Novus Capital under the lead manager mandate.

The Company previously received shareholder approval for the issue of the Broker Options (65,000,000) and the Rights Issue Management Fee Securities, at a general meeting of shareholders held on 22 June 2023. The Company did not issue the Broker Options or the Management Fee Shares within 3 months after the date of the meeting, as required by Listing Rule 7.3.4 and accordingly is seeking re-approval to now issue the agreed 14,000,000 Broker Options (Resolution 7) and the Management Fee Shares (Resolution 8) at this Meeting.

The Broker Options and the Management Fee Shares were not issued within 3 months of receipt of Shareholder approval, for the reasons set out in Section 1.1 above.

Firm Commitments – Rights Issue

Novus Capital as the lead manager to the April Placement and Rights Issue entered into various commitment letters pursuant to which, each entity agreed to subscribe for the Rights Issue shortfall to an aggregate value of \$484,125 (**Firm Commitment**).

Each entity with a Firm Commitment (**Firm Commitment Provider**) entered into an agreement with Novus Capital (**Firm Commitment Letter**) in respect of the Firm Commitment and it was agreed that each would be paid a 3% fee on the entire amount of Shares issued under the Rights Issue, payable by the issue of Shares (**Firm Commitment Shares**), and a number of Options calculated based on the amount of Shares subscribed for (**Firm Commitment Options**). The Firm Commitment Letters were agreed on the same terms for each entity, other than the Firm Commitment amount.

The Company is now proposing to issue 14,523,750 Firm Commitment Options (Resolution 5) and 4,841,250 Firm Commitment Shares (Resolution 6) to those entities pursuant to the Firm Commitment Letters.

3.2 Summary of Resolutions

Accordingly, under this Notice, the Company is now seeking shareholder approval to issue the following securities in relation to the April Placement and Rights Issue:

- (a) 55,555,556 Placement Options (the subject of Resolution 3);
- (b) 5,990,485 Broker Facilitation Options (the subject of Resolution 4);
- (c) 14,523,750 Firm Commitment Options (the subject of Resolution 5);
- (d) 4,841,250 Firm Commitment Shares (the subject of Resolution 6);
- (e) 14,000,000 Broker Options (the subject of Resolution 7); and
- (f) 10,000,000 Management Fee Shares (the subject of Resolution 8).

4. RESOLUTION 3 – APPROVAL TO ISSUE UP TO 55,555,556 PLACEMENT OPTIONS - APRIL PLACEMENT

4.1 General

As noted in Section 3.1 above, the Company agreed to issue up to 55,555,556 Placement Options to the April Placement participants. The Company previously received Shareholder approval for the issue of the Placement Options at a general meeting of shareholders held on 22 June 2023. The Company did not issue the Placement Options within 3 months after the date of the meeting, as required by Listing Rule 7.3.4, and is therefore re-seeking shareholder approval for the issue of the Placement Options under Resolution 3.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

4.3 Technical information required by Listing Rule 7.3

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

- (a) the Placement Options will be issued to professional and sophisticated investors who are clients of Novus Capital. The recipients have been identified through a bookbuild process, which will involve Novus Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 55,555,556. The terms and conditions of the Placement Options are set out in Schedule 2;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) the issue price will be nil per Placement Option as the Placement Options will be issued on a 1:3 free attaching basis with the April Placement Shares. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the purpose of the issue of the Placement Options is to complete the terms of the April Placement. The use of funds raised under the April Placement was for inventory, marketing expenses, brand development and working capital;

- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS - BROKER FACILITATION FEE

5.1 General

As set out in Section 3.1 above, as part of the April Placement, the Company agreed, subject to receipt of Shareholder approval to provide up to 65,000,000 Options to the Brokers who assisted Novus Capital with facilitating the April Placement. The Company has now received all of the details of the Options due to these Brokers (set out below).

The total number of Options to be issued to Brokers facilitating the April Placement is 5,990,485 Options (**Broker Facilitation Fee Options**) as follows:

Broker	Broker Facilitation Fee Options
JAF Capital Pty Ltd	750,000
Muncha Cruncha Pty Ltd	300,000
Furinkazan Capital Pty Ltd	300,000
10 Bolivianos Pty Ltd	300,000
Talavera Capital Pty Limited	360,000
Mr George Paxton	2,107,485
Mr Anthony Thompson	1,648,000
Leura Management Pty Ltd	225,000
Total	5,990,485

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Facilitation Fee Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Facilitation Fee Options. In addition, the issue of the Broker Facilitation Fee Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed the Company will not be able to proceed with the issue of the Broker Facilitation Fee Options and will be required to pay the cash value of the options to the brokers facilitating the capital raising.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Facilitation Fee Options.

For personal use only

5.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Broker Facilitation Fee Options will be issued as follows:

Broker	Broker Facilitation Fee Options
JAF Capital Pty Ltd	750,000
Muncha Cruncha Pty Ltd	300,000
Furinkazan Capital Pty Ltd	300,000
10 Bolivianos Pty Ltd	300,000
Talavera Capital Pty Limited	360,000
Mr George Paxton	2,107,485
Mr Anthony Thompson	1,648,000
Leura Management Pty Ltd	225,000

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Broker Facilitation Fee Options to be issued is 5,990,485. The terms and conditions of the Broker Facilitation Fee Options are set out in Schedule 2;
- (d) the Broker Facilitation Fee Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Facilitation Fee Options will occur on the same date;
- (e) the issue price of the Broker Facilitation Fee Options will be nil. The Company will not receive any other consideration for the issue of the Broker Facilitation Fee Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Broker Facilitation Fee Options is to satisfy the Company's obligation to Novus Capital under the lead management agreement for services provided under the April Placement;
- (g) the Broker Facilitation Fee Options are being issued under the lead manager mandate with Novus Capital. A summary of the material terms of the lead manager mandate is set out in 3.1 above; and

- (h) the Broker Facilitation Fee Options are not being issued under, or to fund, a reverse takeover.

6. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE SHARES AND OPTIONS – FIRM COMMITMENT PROVIDERS

6.1 General

As noted in Section 3.1 above, Novus Capital as the lead manager to the April Placement and Rights Issue entered into the Firm Commitment Letters with various entities, being the Firm Commitment Providers, pursuant to which each Firm Commitment Provider agreed to subscribe for the shortfall under the Rights Issue up to an aggregate value of \$484,125. Under the Firm Commitment Letters, the Company agreed to issue the Firm Commitment Options and the Firm Commitment Shares, subject to Shareholder approval.

The Company has agreed to issue 14,523,750 Firm Commitment Options (Resolution 5) and 4,841,250 Firm Commitment Shares (Resolution 6) to the Firm Commitment Provider as set out below.

Accordingly, the Company is seeking approval for:

- (a) the issue of 14,523,750 listed Options (**Firm Commitment Options**) (the subject of Resolution 5), to:

Firm Commitment Provider	Firm Commitment Options
Prenzler Group (AFSL: 456663)	9,000,000
Cloud Dream Limited:	1,200,000
Hall Capital Finance Pty Ltd (AFSL 518039)	600,000
Wentworth Securities Pty Ltd (AFSL: 422477)	2,400,000
Naveid Hussain	1,323,750

- (b) the issue of 4,842,250 Shares (**Firm Commitment Shares**) (the subject of Resolution 6) to:

Firm Commitment Provider	Firm Commitment Shares
Prenzler Group (AFSL: 456663)	3,000,000
Cloud Dream Limited:	400,000
Hall Capital Finance Pty Ltd (AFSL 518039)	200,000
Wentworth Securities Pty Ltd (AFSL: 422477)	800,000
Naveid Hussain	441,250

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Firm Commitment Options and Firm Commitment Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and

exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of the Firm Commitment Options and Firm Commitment Shares. In addition, the issue of the Firm Commitment Options and Firm Commitment Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolutions 5 and 6 are not passed the Company will not be able to proceed with the issue of Firm Commitment Options and Firm Commitment Shares and will be required to pay cash to the Firm Commitment agreement counterparties to the value of the shares and options due to them.

Resolutions 5 and 6 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 14,523,750 Firm Commitment Options and 4,841,250 Firm Commitment Shares.

6.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 5 and 6:

- (a) the Firm Commitment Options and Shares will be issued to the Firm Commitment Providers as set out in Section 6.1(a) and Section 6.1(b) above;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Firm Commitment Shares to be issued is 4,841,250 and the maximum number of Firm Commitment Options to be issued is 14,523,750 on the basis set out in Section 6.1 above;
- (d) the Firm Commitment Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Firm Commitment Options will be issued on the terms and conditions set out in Schedule 2 and will be quoted options under the ASX code CCOOA;
- (f) the Firm Commitment Shares and Firm Commitment Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Firm Commitment Shares and Firm Commitment Options will occur on the same date.

- (g) the issue price will be \$0.003 per Share and nil per Option as the Options are being provided in accordance with the terms of the Firm Commitment Letters. The Company will not receive any other consideration for the issue of the Shares and Options (other than in respect of funds received on exercise of the Options);
- (h) the purpose of the issue of the to satisfy the Company's obligations under the Firm Commitment Letters;
- (i) the Firm Commitment Shares and Firm Commitment Options are being issued to the various entities set out in Section 6.1 above, under the Firm Commitment Letters. A summary of the material terms of the Firm Commitment Letter is set out in Section 3.1; and
- (j) the Firm Commitment Shares and Firm Commitment Options are not being issued under, or to fund, a reverse takeover.

7. RESOLUTION 7 – APPROVAL TO ISSUE BROKER OPTIONS TO NOVUS CAPITAL

7.1 General

As set out above in Section REF_Ref153896918 \n \h 3.1 above, the Company has agreed to issue Novus Capital 39,000,000 Broker Options under the lead manager mandate. 25,000,000 of these Broker Options have already been issued on 21 December 2023 following receipt of Shareholder approval at the Company's annual general meeting held on 20 November 2023. The Company is now seeking approval for the remaining 14,000,000 Broker Options under Resolution 7.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed the Company will not be able to proceed with the issue of the Broker Options and will have to pay Novus Capital, the cash amount equal to the market value of the Broker Options.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Broker Options will be issued to Novus Capital (or its nominee);

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Broker Options to be issued is 14,000,000. The terms and conditions of the Broker Options are set out in Schedule 2;
- (d) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (e) the Broker Options will be issued at a nil issue price, in satisfaction of management fees in accordance with the terms of the lead manager mandate;
- (f) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the lead manager mandate;
- (g) the Broker Options are being issued to Novus Capital under the lead manager mandate. A summary of the material terms of the lead manager mandate is set out in Section 3.1; and
- (h) the Broker Options are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 8 – APPROVAL TO ISSUE MANAGEMENT FEE SHARES – NOVUS CAPITAL

8.1 General

As set out above in Section 3.1 above, the Company has agreed to issue Novus Capital 10,000,000 Management Fee Shares in consideration for payment of the management fees for services provided by Novus Capital in the Rights Issue.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Management Fee Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1

8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Management Fee Shares. In addition, the issue of the Management Fee Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Management Fee Shares and will have to pay Novus Capital the cash value of the current market value of the shares.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Management Fee Shares.

8.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Management Fee Shares will be issued to Novus Capital (or its nominee);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued under the Management Fee Shares is 10,000,000;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Management Fee Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Management Fee Shares will occur on the same date;
- (f) the Management Fee Shares will be issued at a nil issue price, in consideration for provided by Novus Capital;
- (g) the Management Fee Shares are being issued to Novus Capital for services provided in accordance with the Rights Issue under the lead manager mandate. A summary of the material terms is set out in Section 3.1; and
- (h) the Management Fee Shares are not being issued under, or to fund, a reverse takeover.

9. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT OPTIONS – OCTOBER 2022 PLACEMENT

9.1 Background to October 2022 Placement

On 3 October 2022, the Company announced the completion of a placement to sophisticated and professional investors (**Placement**) whereby the Company issued 80,000,000 Shares at \$0.02 per Share to raise up to \$1,600,000. The Company also agreed, subject to Shareholder approval, to issue the participants in the Placement one (1) free attaching Option for every four (4)

Shares subscribed for an issued (**Placement Options**). The Placement Options will be exercisable at \$0.03 on or before the date that is three (3) years from the date of issue.

The Company previously received shareholder approval for the issue of the Placement Options at the annual general meeting held on 30 November 2022. The Company did not issue the Placement Options within 3 months after the date of the meeting, as required by Listing Rule 7.3.4, and is therefore re-seeking shareholder approval for the issue of the Placement Options. The Placement Options were not issued within 3 months of receipt of Shareholder approval, for the reasons set out in Sections 1.1 above.

The Company appointed Novus Capital to act as the lead manager and corporate advisor to the Company for the Placement and in consideration for Novus Capital acting as the lead manager, the Company paid Novus Capital a fee of 6% of the total funds raised under the Placement and issued 7,000,000 Options to Novus Capital with an exercise price of \$0.004 and expiring on the date that is three (3) years from the date of issue.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

9.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Placement Options will be issued to professional and sophisticated investors who participated in the Placement and are clients of Novus Capital. The recipients have been identified through a bookbuild process, which will involve Novus Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the

Company, advisers of the Company or an associate of any of these parties; and

- (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Placement Options to be issued is 20,000,000. The terms and conditions of the Placement Options are set out in Schedule 1;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) the Placement Options will be issued at a nil issue price as the Options are free attaching to the Shares issued under the Placement on a 1:4 basis. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Placement Options is to satisfy the terms of the Placement with the participants of the Placement;
- (g) the Placement Options are not being issued under an agreement; and
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

10.1 General

As announced by the Company on 19 April 2023, the Company completed a capital raising of \$500,000 by the issue of 166,666,667 Shares to sophisticated and professional investors, with the Shares issued in two tranches as follows:

- (a) 49,700,000 Shares issued on 5 May 2023; and
- (b) 115,966,676 Shares issued following receipt of Shareholder approval on 22 June 2023.

In connection with the capital raising, the Company also issued 55,555,556 free-attaching Options for which Shareholder approval was also received on 22 June 2023 and for which re-approval to issue these placement options is being sought under Resolution 3.

On 20 December 2023, the Company issued 833,333 Shares to Riya Investments Pty Ltd at an issue price of \$0.003 per Share, as too few Shares were issued to Riya Investments Pty Ltd as part of the second tranche (refer to paragraph 10.1(b) above), due to an administrative error by the Share Registry.

The issue of the 833,333 Shares did not breach Listing Rule 7.1 at the time of the issue.

The Company is seeking Shareholder approval to ratify the issue of the 833,333 Shares to Riya Investments Pty Ltd to rectify the administrative error.

As summarised in Section 1.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

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

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

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 10 is not passed, the Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

10.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- (a) the Shares were issued to Riya Investments Pty Ltd;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 833,333 Shares were issued and were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- For personal use only
- (d) the Shares were issued on 20 December 2023;
 - (e) the issue price was \$0.0030 per Share. The Company has not and will not receive any other consideration for the issue of the Shares;
 - (f) the purpose of the issue of the Shares was to complete the capital raising undertaken by the Company whereby the Company raised funds for working capital; and
 - (g) the Shares were not issued under an agreement.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS (RESOLUTION 1 AND RESOLUTION 2 AND RESOLUTION 9)

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on that date which is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS (RESOLUTION 3, RESOLUTION 4, RESOLUTION 5 AND RESOLUTION 7)

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.006 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before 30 June 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means The Calmer Co International Limited (ACN 169 441 874).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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



31 January 2024

Dear Shareholder

The Calmer Co International Limited – Extraordinary General Meeting

The Calmer Co International Limited (Company) will be holding an Extraordinary General Meeting at 2:00 p.m. AEST on 1 March 2024 (the Meeting).

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, the Company will not be sending physical copies of the Notice of Meeting (the Notice) to Shareholders unless physical copies have been requested. The Notice can be viewed and downloaded from <https://www2.asx.com.au/markets/company/cco>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting documents.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at www.investor.automic.com.au/#/home.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Natalie Climo at investors@thecalmerco.com.

Sincerely,

Natalie Climo
Company Secretary

For personal use only



Proxy Voting Form

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

The Calmer Co International Limited | ABN 40 169 441 874

Your proxy voting instruction must be received by **02.00pm (AEST) on Wednesday, 28 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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

PHONE:

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

