

The Calmer Co International Limited

ACN 169 441 874

Supplementary Notice of General Meeting and Explanatory Statement

This supplementary Notice of General Meeting and Explanatory Statements relates to the Company's General Meeting to be held at 96 Victoria Street, West End QLD 4000 on Monday, 29 April 2024 at 2:00 pm AEST.

You should read this document in conjunction with the Company's Notice of General Meeting and Explanatory Statement dated 31 January 2024.

Supplementary Notice of General Meeting

The Company wishes, by this Supplementary Notice, to add additional Resolutions 11, 12, 13 and 14 to its Notice of General Meeting and Explanatory Statement dated 31 January 2024.

Resolution 11 – Approval the Issue of Shares on conversion of Loan Notes

To consider and, if though fit, pass the following Resolution with or without amendment, 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 174,183,008 Shares, on terms and conditions set out in the Explanatory Statement”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) any 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 entity); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting 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.

Resolution 12 – Approval for the Issue of Placement Options

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 222,222,222 Placement Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) any 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 entity); or

(b) 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 proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting 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.

Resolution 13 – Approval for the Issue of Advisor Options

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,741,233 Advisor Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) any 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 entity); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting 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.

Resolution 14 – Approval for the issue of additional shares to raise up to \$3 million

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue such number of Shares, on the terms and conditions set out in the Explanatory Statement, to raise up to \$3,000,000.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) any 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 entity); or
- (b) 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 proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting 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:
 - (iii) 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
 - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Supplementary Explanatory Statement

The Company wishes to add the following to the Explanatory Statement attached to its Notice of General Meeting dated 31 January 2024, pertaining to additional Resolutions 11, 12, 13 and 14 the subject of this Supplementary Notice:

11 Resolution 11 – Convertible Notes

11.1 Background

On 5 December 2023, the Company announced that it had raised \$700,000 by the issue of Convertible Notes (Notes). The Notes were amended on or about 12 April 2024 with the effect that they are now Loan Notes, convertible into Shares subject to Shareholder approval.

On the date that the Convertible Notes were issued, the Company's Listing Rule 7.1 issue capacity was 122,567,892.

Since the terms of the Convertible Notes did not contain a minimum conversion price, once the conversion price became known, the issue breached Listing Rule 7.1 because they were convertible into 174,183,008 Shares, based on a conversion price of \$0.003825 per note.

As a result, the Convertible Notes were convertible into 51,615,116 more Shares than permitted under Listing Rule 7.1 on the date of their issue.

The Company confirms no Shares have been issued in respect of the Convertible Notes as at the date of this Supplementary Notice.

The amendment was undertaken in order to rectify the above issue.

The Loan Notes contain the following material terms:

Issue Price (Face Value)	\$50,000
Interest	10% per annum, to be capitalised at conversion unless the holder requests the Company to pay the interest in cash
Maturity Date	Upon obtaining Shareholder approval under Resolution 11.
Conversion Price	\$0.00373
Who holds conversion right?	The Note Holder
Security	The Notes were issued unsecured.
Shares issued on conversion	Shares issued on conversion of the Notes are fully paid ordinary shares ranking equally with all other Shares on issue.
Redemption Date	If the Company does not obtain Shareholder approval and issue the Shares on or before 30 April 2024, the Company must repay the Issue Price together with interest accrued, to the Noteholder.

Resolution 11 seeks approval by Shareholders under Listing Rule 7.1 for the issue of the Shares into which the Loan Notes may be converted .

11.2 Listing Rules

The Company has entered into the Loan Notes that provide for holders to convert them if conversion is approved by Shareholders.

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 issue of the Loan Notes and shares on their conversion do not fall within any of these exceptions. As the issue of Shares on conversion of the Loan Notes requires approval of

Shareholders, conversion is not currently possible and would in any event, effectively use up part of the Company's 15% limit under 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 the Issue.

Resolution 11 seeks Shareholder approval to enable convertibility of the Loan Notes and to authorise the issue of Shares on the conversion of the Loan Notes, under and for the purposes of Listing Rule 7.1.

If Resolution 11 is passed, the Loan Notes will be convertible into Shares on the terms and conditions set out above and if converted, the Company will issue the relevant Shares no later than 1 month after the date of the Meeting and the Issue 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 11 is not passed, the Loan Notes will not be convertible into Shares and therefore Company will be required to redeem the Notes. The redemption of the Notes will reduce the Company's cash balance.

11.4 Technical information required by ASX Listing Rules 7.3

Pursuant to and in accordance with ASX Listing Rules 7.3, the following information is provided in relation to the Convertible Notes:

Name of persons to whom the Shares are to be issued	<p>The Loan Notes were issued to persons identified by:</p> <ul style="list-style-type: none"> (a) Novus Capital, who acted as lead managers to the Convertible Note offer in relation to investors who were not existing Shareholders; and (b) The Directors, in relation to investors who were existing Shareholders. <p>None of the subscribers is a person in respect of whom the Company would require Shareholder approval under Listing Rule 10.11 for the issue.</p>
Number of Loan Notes which may be converted	A total of 14 Loan Notes were issued.
The number of Shares into which the Loan Notes can convert	<p>The Loan Notes were issued on the material terms set out in Section 11.1. On conversion of the face value of all the Loan Notes, a maximum of 174,183,008 Shares will be issued.</p> <p>The Loan Notes will collectively accrue interest of \$16,250 by their redemption date, which (assuming all the interest is capitalised) will result in the issue at conversion of an additional 4,248,366 Shares in aggregate.</p>
Summary of the material terms of the Loan Notes	The Loan Notes were issued on the material terms set out in Section 11.1.
Date of issue of the Loan Notes	The Loan Notes were issued on 5 December 2023 (originally as Convertible Notes) and their terms were amended as described in Section 11.1 so that they are now Loan Notes.
Date of issue of the Shares on conversion of the Loan Notes	No later than 30 days after the Meeting.
Issue price of Loan Notes	The Loan Notes were issued at a Face Value of \$50,000 per Note, raising \$700,000 in aggregate. The Shares issued on conversion of the Loan Notes will be issued at

	\$0.00373 per Share.
Purpose of the issue of the Loan Notes	The Loan Notes were issued for the purpose of raising working capital (\$358,000), notably expanding inventory (\$300,000) and covering the costs of the Offer (\$42,000).
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

11.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11, as failure to approve the Resolution will reduce the Company's cash balance.

12 Resolution 12 - Approval for the Issue of Placement Options

12.1 Background

Subject to Shareholder approval, the Company has agreed to issue 222,222,222 Options (**Placement Options**) to persons who subscribed for Shares under the Company's placement (**Placement**) announced on the ASX on 12 February 2024.

Pursuant to the Placement and as announced on the ASX, the Company raised \$1,000,000 for sophisticated and institutional investors by the issue of 222,222,222 Shares (**Placement Shares**) at an issue price \$0.0045 per Placement Share. Under the terms of the Placement, the Company agreed to issue 1 free attaching, unlisted option (**Placement Option**) for each Placement Share issued, having an exercise price of \$0.006 and expiring on 30 June 2026.

Resolution 12 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Options.

12.2 Listing Rule 7.1

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

Resolution 12 seeks the required Shareholder approval to the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Placement Options and will issue the Placement Options no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Placement Options except to the extent possible using its available Listing Rule 7.1 placement capacity and to the extent that it uses this capacity for that purpose, its available capacity for future issues to raise capital will be correspondingly reduced. To the extent that the Company's available 15% issue capacity is insufficient to issue the Placement Options, their issue will be delayed until such time as further Shareholder approval is obtained or such issuance can be made pursuant to the Company's existing placement capacity under Listing Rules 7.1.

12.3 Specific 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 the proposed issue of the Placement Options:

- (a) the Placement Options will be issued to persons who subscribed for Placement Shares, being sophisticated investors and institutions identified by Novus Capital as lead manager to the Placement;
- (b) the Company will issue 222,222,222 Placement Options;
- (c) the Company will apply for quotation of the Placement Options on the ASX under the code CCOOA, are exercisable at \$0.006 each and expire on 30 June 2026 and are otherwise issued on the terms and conditions set out in Schedule 1;
- (d) the Placement Options will be issued no later than three months after the date of the Meeting;
- (e) the Placement Options will be issued for nil cash consideration as free Options attaching to Placement Shares issued on a 1:1 basis;
- (f) the Placement Options were issued for the purpose of incentivising investors to participate in the Placement;
- (g) a voting exclusion statement is included in the Notice.

12.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

13 Resolution 13 - Approval for the Issue of Advisor Options

13.1 Background

Novus Capital and the Company entered into a Mandate Agreement (**Mandate**) relating to the Placement pursuant to which Novus Capital agreed to provide capital raising corporate advisory services to the Company and to lead manage the Placement. A summary of the material terms of the Mandate are set out in Schedule 2.

In consideration for those services, the Company agreed to pay Novus Capital a cash fee of 5% of the amount raised under the Placement and subject to Shareholder approval, to issue 5,741,233 Options (**Advisor Options**) to Novus Capital.

The Advisor Options are issued on the same terms and conditions as the Placement Options.

Resolution 13 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Advisor Options.

13.2 Listing Rule 7.1

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 issue of the Advisor Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 13 seeks the required Shareholder approval to the issue of the Advisor Options under and for the purposes of Listing Rule 7.1.

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Advisor Options and will issue the Advisor Options no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to proceed with the issue of the Advisor Options except to the extent possible using its available Listing Rule 7.1 placement capacity and to the extent that it uses this capacity for that purpose, its available capacity for future issues to raise capital will be correspondingly reduced. To the extent that the Company's available 15% issue capacity is insufficient to issue the Advisor Options, their issue will be delayed until such time as further Shareholder approval is obtained or such issuance can be made pursuant to the Company's existing placement capacity under Listing Rules 7.1.

13.3 Specific 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 the proposed issue of the Advisor Options:

- (a) the Advisor Options will be issued to Novus Capital or its nominees (which may be related bodies corporate of Novus or persons selected in its discretion from its client base); none be issued to a person which would require shareholder approval under Listing Rule 10.11;
- (b) the Company will issue 5,741,233 Advisor Options;
- (c) the Advisor Options will be quoted under the code CCOOA, are exercisable at \$0.006 each and expire on 30 June 2026 and are otherwise issued on the terms and conditions set out in Schedule 1;
- (d) the Advisor Options will be issued no later than three months after the date of the Meeting;
- (e) the Advisor Options will be issued for nil cash consideration and hence, no funds will be raised as a result of the issue;
- (f) the material terms of the Mandate are summarised in Schedule 2;
- (g) the Advisor Options were issued for the purpose of consideration to Novus Capital for capital raising services relating to the Placement in accordance with the Mandate; and
- (h) a voting exclusion statement is included in the Notice.

13.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

14 Resolution 14 - Approval for the Issue of Additional Placement Shares

14.1 Background

The Company is seeking Shareholder approval, pursuant to this Resolution 14, to issue such number of fully paid ordinary Shares in the Company to raise up to \$3,000,000.

The Shares to be issued pursuant to this Resolution 14 will be issued at a price which is no more than a 25% discount to the volume weighted average price for the Company's securities in the 5 trading days prior to the date of issue (**Additional Placement**).

Resolution 14 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of Shares under the Additional Placement.

14.2 Listing Rule 7.1

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 issue of Shares (**Additional Placement Shares**) under the Additional Placement does not fall within any of these exceptions and would use part of the 15% limit in Listing Rule 7.1. Resolution 14 seeks the required Shareholder approval issue of Shares under the Additional Placement under and for the purposes of Listing Rule 7.1.

If Resolution 14 is passed, the Company will be able to proceed with the issue of the Additional Placement Shares and will issue those shares no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1.

If Resolution 14 is not passed, the Company will not be able to proceed with the Additional Placement except to the extent possible using its available Listing Rule 7.1 placement capacity and to the extent that it uses this capacity for that purpose, its available capacity for future issues to raise capital will be correspondingly reduced. To the extent that the Company's available 15% issue capacity is insufficient to issue Additional Placement Shares, their issue will be delayed until such time as further Shareholder approval is obtained or such issuance can be made pursuant to the Company's existing placement capacity under Listing Rules 7.1.

14.3 Specific 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 the proposed issue of the Additional Placement Shares:

- (a) the Additional Placement Shares will be issued to sophisticated or professional investors (except from prospectus disclosure under section 708 of the Corporations Act) to be identified by a lead manager to be appointed by the Company, and will likely include existing Shareholders as well as non-Shareholder investors and institutions known to the lead manager who are considered likely to invest in the Company;
- (b) No Additional Placement Shares will be issued to a person which would require shareholder approval under Listing Rule 10.11.
- (c) the Additional Placement Shares will be issued no later than three months after the date of the Meeting;
- (d) the maximum number of Additional Placement Shares to be issued is calculated as:

$$\text{Additional Placement Shares} = \$3,000,000 / \text{issue price}^*$$

* the issue price will be at no more than a 25% discount to the volume weighted average price (VWAP) for the Company's securities in the 5 trading days prior to the date of issue. For illustration purposes, the VWAP for the Company's Shares over the 5 trading days prior to the date of this Supplementary Notice is \$0.005. Subject to the foregoing, the Company has set a minimum issue price of \$0.002.

The potential dilution represented by the Additional Placement Shares, assuming an aggregate placement of \$3,000,000, is set out in the table below, assuming issue prices of \$0.002, \$0.004 and \$0.005 respectively per Additional Placement Share:

Issue Price	Additional Placment Shares	Dilution %
\$0.002	1,500,000,000	56%
\$0.004	750,000,000	46%
\$0.005	600,000,000	34%

- (e) the proceeds from the Additional Placement (assuming the full \$3,000,000 is raised) will be used for:

Inventory	\$	1,000,000
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Capital Expenditure Navua Plant	\$	500,000
Sales and Marketing Costs	\$	500,000
Laboratory and QA Cap Ex	\$	300,000
Working Capital	\$	270,000
New Product Development	\$	250,000
Costs of the offer	\$	180,000
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Total	\$	3,000,000

(f) a voting exclusion statement is included in the Notice.

14.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 14.

NOTES:

This notice is supplementary to and does not affect the validity of the Company's Notice of General Meeting dated 31 January 2024. A revised proxy form is attached for those Shareholders who wish to vote on the additional Resolutions.

By order of the Board

Natalie Climo
Company Secretary
The Calmer Co International Limited
12 April 2024

Schedule 1 Terms of Placement and Advisor Options

(a) **Entitlement**

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

(a) **Exercise Price**

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

(b) **Expiry Date**

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

(c) **Exercise Period**

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

(d) **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 New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(e) **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).

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

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (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 For personal use only 4600-02/3273810_18 46 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.

(g) **Ranking**

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

(h) **Reconstruction of capital**

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

(i) **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.

(j) **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.

(k) **Transferability**

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

Schedule 2 Summary of Novus Capital Mandate

1. General

The Company has entered into a corporate advisory mandate with Novus Capital (**Mandate**), pursuant to which the Company has agreed to pay Novus Capital (or its nominee) the following fees:

- (a) a capital raising fee equal to 5% of all funds raised by Novus Capital and/or its network under the Placement; and
- (b) the Advisor Options.

2. Term and termination

Novus Capital is engaged for a 6-month term. The Mandate may be terminated by either party providing the other party 1 months' written notice.

3. Other

The Mandate contains additional terms which are considered to be standard for agreements of this nature.



12 April 2024

Dear Shareholder

The Calmer Co International Limited – Extraordinary General Meeting – Supplementary Notice.

The Calmer Co International Limited (Company) will be holding an Extraordinary General Meeting at 2:00 p.m. AEST on 29 April 2024 (the Meeting).

A supplementary notice of meeting has been issued to shareholders and attached is a new proxy form.

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, the Company will not be sending physical copies of the Supplementary 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.

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already submitted your voting instructions and you wish to change your original vote for Resolutions 1 to 7 or cast votes for the Additional Resolutions, you must lodge your voting instructions by following the steps on the proxy form.
- (b) If you have already submitted your voting instruction and you do not wish to change your original vote for Resolutions 1 to 7 or vote on the Additional Resolutions, you do not need to take any action as the earlier submitted voting instruction will be accepted by the Company for Resolutions 1 to 7 unless you submit new voting instructions. For the sake of clarity, the Company notes that if you do not lodge new voting instructions, you will not have cast a vote on the Additional Resolutions.
- (c) If you have not yet submitted your voting instruction and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, you can lodge your voting instruction online via our Share Registry by taking the steps detailed on the proxy form.

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

Natalie Climo
Company Secretary



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 Saturday, 27 April 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)

