



Market Announcements Platform  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**25 June 2018**

## **Calima Energy Limited – Notice Declaring TMK Montney Ltd Takeover Offer Free from all Defeating Conditions**

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The Board of **Calima Energy Limited (ASX:CE1)** ("Calima" or the "Company") refers to its:

- (a) bidder's statement dated 15 May 2018 ("Bidder's Statement") in connection with the Company's off-market takeover offer to acquire 100% of the issued voting shares in TMK Montney Ltd ("TMKM") that it does not already own ("Offer"), which was announced to the market on 2 May 2018;
- (b) notice of fulfilment of a defeating condition on 7 June 2018 (in relation to the Condition in Section 9(a)(iv) (Private Treaty Offer) of Annexure A of the Bidder's Statement);
- (c) first supplementary bidder's statement dated 12 June 2018 (extension of the offer period under the Offer); and
- (d) notice of fulfilment of a defeating condition on 19 June 2018 (in relation to the Condition in Section 9(a)(iii) (Minimum Acceptance) of Annexure A of the Bidder's Statement).

The Company advises that it has today given notice pursuant to section 650F(1) of the Corporations Act that the Offer is free from all other Conditions as defined in the Bidder's Statement. A copy of the notice given to ASIC and the target is attached.

**ENDS**



**For and on behalf of the Board of Calima Energy Limited**

**Alan Stein,**

**Managing Director**

For further information visit [www.calimaenergy.com](http://www.calimaenergy.com) or contact:

**Calima Energy Limited**

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# Calima Energy Limited ACN 117 227 086

## Notice under section 650F of the Corporations Act 2001 (Cth)

To: TMK Montney Ltd ACN 607 112 710 (TMKM); and  
Australian Securities and Investments Commission (ASIC); and

### Waiver of Bid Conditions

In relation to the off-market takeover offer dated 21 May 2018 (**Offer**) by Calima Energy Limited ACN 117 227 086 (**Calima**) to acquire all of the ordinary shares in TMKM that Calima does not already own, made pursuant to Calima's bidder's statement dated 15 May 2018 (**Bidder's Statement**) (as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018), Calima gives notice under section 650F of the Corporations Act 2001 (Cth) that it waives the conditions set out in Section 9 of Annexure A of the Bidder's Statement as follows:

- (a) Section 9(a)(i) (Regulatory approvals);
- (b) Section 9(a)(ii) (No regulatory action and consents);
- (c) Section 9(a)(v) (No material adverse change);
- (d) Section 9(a)(vi) (Capital expenditures);
- (e) Section 9(a)(vii) (No litigation on foot or pending);
- (f) Section 9(a)(viii) (Equal Access);
- (g) Section 9(a)(ix) (No prescribed occurrences); and
- (h) Section 9(a)(x) (No distributions),

and declares the Offer, and each takeover contract resulting from acceptance of the Offers, free from those conditions.

Accordingly, the Offer is now unconditional.

### Voting power

As at the date of this notice, Calima's voting power in TMKM is 97.34% (comprising 69,497,432 shares out of a total 71,399,990 shares currently on issue in TMKM).

Signed for and on behalf of  
**Calima Energy Limited**



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**Neil Hackett**  
Non-Executive Director  
Calima Energy Limited  
25 June 2018