
Notice of General Meeting

The Calmer Co International Limited
ACN 169 441 874

Date of Meeting: 10 February 2025

Time of Meeting: 10:00am (AEST)

Venue: Level 19, 480 Queen St, Brisbane QLD 4000

Notice is given that the General Meeting of Shareholders of The Calmer Co International Limited ACN 169 441 874 (**Company**) will be held at Level 19, 480 Queen St, Brisbane QLD 4000 on 10 February 2025 at 10.00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement.

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

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

This Notice of Meeting and Explanatory Statement 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 General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 8 February 2025.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary.

Resolution 1 - Ratification of previous issue of Placement Options

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue on or about 12 December 2024 of 300,000,000 Placement Options previously issued under the Company's Listing Rule 7.1 issue capacity, on the terms and conditions set out in the Explanatory Statement."

Resolution 2 - Approval for the issue of Lead Manager Options

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

*"That, in accordance with Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 12,455,000 CCOOA Options (**Lead Manager Options**) to SP Corporate Advisory Pty Ltd, on the terms and conditions set out in the Explanatory Statement."*

Resolution 3 - Approval for the Issue of Piggyback Options

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

*"That, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 CCOOA Options (**Piggyback Options**) on the terms and conditions set out in the Explanatory Statement."*

Resolution 4 - Approval for the issue of Service Provider Shares

To consider, and if thought fit, to pass the following as an Ordinary Resolution:

"That, in accordance with Listing Rule 7.1, approval is given for the Company to issue 2,066,375 Service Provider Shares, on the terms and conditions set out in the Explanatory Statement."

Resolution 5 - Approval for the cashless buy-back of 30,000,000 Plan Shares from Mr James Dack

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"That for the purposes of section 257D of the Corporations Act and for all other purposes, subject to the approval of Resolution 6, approval is given for the Company to enter into an agreement to buy-back and for the Company to carry out the buy-back of 30,000,000 Plan Shares from Mr James Dack on the terms and conditions set out in the Explanatory Statement."

VOTING PROHIBITIONS AND EXCLUSIONS

VOTING PROHIBITIONS

Resolution	Prohibition
<u>Resolution 5</u>	<p>The Company will disregard any votes cast by James Dack or his associates.</p> <p>However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or(b) the voter is the Chair and the appointment of the Chair expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

VOTING EXCLUSION STATEMENTS

Resolution	Exclusion Statement
The Company will disregard any votes cast in favour of:	
Resolution 1	by any person who participated in the issue or is a counterparty to the agreement being approved, or their associates
Resolution 2	by SP Corporate Advisory Pty Ltd and any of its associates
Resolution 2 Resolution 3	by 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), and any of their associates
Resolution 4	by Caledonia Capital Pty Ltd, trading as Dominion Partners, or its associates
<p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none">(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:<ul style="list-style-type: none">(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.	

IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

All Resolutions will be by Poll

In accordance with rule 27 of the Company's Constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

Voting by proxy

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company's Share Registry no later than 10am on 8 February 2025 at 10.00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the Proxy Form are outlined on the form.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

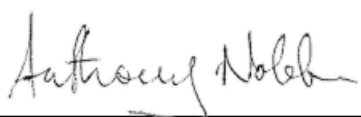
A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a Proxy Form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 17 December 2025

By order of the Board



Anthony Noble
Managing Director and CEO

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 to be put to Shareholders at the General Meeting to be held at Level 19, 480 Queen St, Brisbane, Brisbane on 10 February 2024.

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

1. Resolution 1 – Ratification of prior issue of Placement Options

1.1 Background

(a) Placement

On 4 December 2024, the Company announced on the ASX that it had conducted a placement to raise approximately \$1,800,000 (**Placement**), pursuant to which it had agreed to issue to sophisticated and other investors exempt from disclosure under Part 6D.2 of the Corporations Act:

- (i) 300,000,000 Shares (**Placement Shares**) at an issue price of \$0.006 per Placement Share;
- (ii) 300,000,000 unlisted Options (**Placement Options**) exercisable at \$0.006 per Placement Option with an exercise period of 12 months; and
- (iii) one CCOOA quoted Option (**Piggyback Option**) would be issued for every Placement Option is exercised on or before 31 March 2025, subject to Shareholder approval for the issue of the Piggyback Options.

The Placement Shares were issued pursuant to the approval by Shareholders under Listing Rule 7.1 at the Company's Annual General Meeting on 29 November 2024. The Placement Options were issued to investors under the Company's 15% Listing Rule 7.1 issue capacity.

(b) Lead Manager Mandate

In relation to the Placement, the Company appointed SP Corporate Advisory Pty Ltd (**Lead Manager**) as Lead Manager and book runner for the Placement, set out in a Lead Manager Mandate. In consideration for those services, the Company has also agreed to pay the Lead Manager:

- (i) a Lead Manager Fee of 6% of funds raised under the Placement, equating to \$108,000;
- (ii) the issue of 12,450,000 Lead Manager Options (being CCOOA Options, an existing class of Options of the Company that are quoted on the ASX); and

- (iii) a fee of A\$7,500 + GST for the management and execution of the DVP and cash settlement function.

The Lead Manager Agreement also contained a number of indemnities, representations and warranties from the Company to the Lead Manager that the Company considered standard for an agreement of this type.

1.2 ASX Listing Rules

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 securities it had on issue at the start of that period.

The issue of the Placement Options (the **Issue**) does not fit within any of the exceptions in Listing Rule 7.2 and, as their issue has not yet been approved by Shareholders, the Issue effectively used up part of the Company's 15% limit under Listing Rule 7.1. Therefore, the Issue reduces 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.

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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Issue of Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Issue of Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

1.3 Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 1:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	<p>The Issue of Equity Securities pursuant to the Placement was made to sophisticated investors identified by the Lead Manager, SP Corporate Advisory Pty Ltd, who was engaged by the Company to lead manage and act as bookrunner for the Placement.</p> <p>None of the investors are related parties, Key Management Personnel, substantial holders of, or advisors to, the Company, or associates of such persons, and are being issued 1% or more of the Company's current issued capital.</p>
The number and class of securities the entity issued or agreed to issue and their material terms of Issue	<p>300,000,000 Placement Options.</p> <p>The terms of issue of the Placement Options are set out in Schedule 1.</p>

The date or dates on which the securities were issued	11 December 2024
The price or other consideration the entity has received or will receive for the Issue	The Placement Options were issued for nil consideration as free attaching Options to the Placement Shares.
The purpose of the Issue, including the use or intended use of any funds raised by the Issue	The Placement Options were issued as free attaching Options to encourage uptake of the Placement Shares.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

1.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1, as this will enable the Company to have flexibility in respect of future capital raising activities.

2. Resolution 2 - Approval for the issue of Lead Manager Options

2.1 Background

As stated in Section 1.1(a), the Company recently announced completion of the Placement and as set out in Section 1.1(b), under the Lead Manager Mandate, the Company agreed to issue the Lead Manager 12,455,000 Lead Manager Options, subject to Shareholder approval.

2.2 ASX 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 Lead Manager 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 2 seeks the required Shareholder approval to the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Lead manager Options and will issue the Lead manager 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 2 is not passed, the Company will not be able to proceed with the issue of the Lead manager Options and will have to negotiate alternative consideration with the Lead Manager.

2.3 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:

Name of person to whom securities will be issued	<p>SP Corporate Advisory Pty Ltd, who is not</p> <p>(a) a person in respect of whom an issue of Shares would require shareholder approval under Listing Rule 10.11</p> <p>(b) a related party or Key Management Personnel;</p>
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	(c) a substantial holder of, or advisors to, the Company; or (d) associates of such persons, and is being issued 1% or more of the Company's current issued capital
Number and class of securities to be issued	12,455,000 Lead Manager Options, being the Company quoted CCOOA Options
Summary of the material terms of the securities	The Lead manager Options will be issued on the same terms as the Company's other CCOOA quoted Options on issue. The terms of issue are set out in Schedule 2.
Date of issue	The Lead Manager Options will be issued within 3 months of the Meeting, if approved by Shareholders.
Issue Price or other consideration that the Company will receive for the securities	The Lead manager Options are issued for nil cash consideration in consideration for the provision by SP Corporate Advisory Pty Ltd of services acting as lead manager and bookrunner for the Placement.
Purpose of the issue	Consideration for provision by SP Corporate Advisory Pty Ltd of services acting as lead manager and bookrunner for the Placement. No funds will be raised by the issue of the Lead Manager Options.
Material Terms of the Lead Manager Mandate	Pursuant to the Lead Manager Mandate, SP Corporate Advisory Pty Ltd undertook to act as lead manager and bookrunner to the Placement. In this regard, refer to Section 1.1(b)
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

2.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 2. The Board recommends that Shareholders vote in favour of Resolution 2, as this will enable the Company to have flexibility in respect of future capital raising activities.

3. Resolution 3 - Approval for the issue of Piggyback Options

3.1 Background

As stated in Section 1.1(a)(iii), pursuant to the Placement, the Company agreed to issue one CCOOA quoted Option (**Piggyback Option**) for every Placement Option exercised on or before 31 March 2025, subject to Shareholder approval for the issue of Piggyback Options.

3.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 and applies equally to Resolution 3.

The issue of the Piggyback Options does not fall within any of the exceptions 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.

Resolution 3 seeks the required Shareholder approval to the issue of the Piggyback Options under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Piggyback Options and will issue the Piggyback Options no later than three months after the date of the Meeting, without reducing its available issue capacity under Listing Rule 7.1. As stated in Section 1.1(a)(iii), the holder of Placement Options must exercise those Options by 31 March 2025 to qualify for the issue of Piggyback Options on the basis of 1 Piggyback Option for every Placement Option exercised by that date.

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

3.3 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 Lead Manager Options:

Name of person to whom securities will be issued	Piggyback Options will be issued to persons holding Placement Options (the subject of Resolution 1). None of these persons is: (a) a person in respect of whom an issue of Piggyback Options would require shareholder approval under Listing Rule 10.11; (b) a related party or Key Management Personnel; (c) a substantial holder of, or advisors to, the Company; or (d) associates of such persons, and is being issued 1% or more of the Company's current issued capital
Number and class of securities to be issued	Up to 300,000,000 Piggyback Options, being the Company's quoted class of CCOOA Options
Summary of the material terms of the securities	The Piggyback Options will be issued on the same terms as the Company's other CCOOA quoted Options on issue.
Date of issue	The Piggyback Options will be issued within 3 months of the Meeting, if approved by Shareholders.
Issue Price or other consideration that the Company will receive for the securities	The Piggyback Options are issued for cash consideration as "piggyback" options to the Placement Options.
Purpose of the issue	The Piggyback Options are free attaching to Placement Options if the latter are exercised before 31 March 2025 as an incentive to take-up of Placement Shares under the Placement. No funds will be raised by the issue of the Piggyback Options.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

3.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 3. The Board recommends that Shareholders vote in favour of Resolution 3, as this will enable the Company to have flexibility in respect of future capital raising activities.

4. Resolution 4 - Approval for the issue of Service Provider Shares

4.1 Background

During the period between October 2023 and December 2023, Caledonia Capital Pty Ltd, trading as Dominion Partners (**Dominion Partners**), provided investor relations services to the Company.

The Company and Dominion have agreed to settle the amount owing by the Company to Dominion for those services by the issue of Shares (**Service Provider Shares**), being \$9,900.

4.2 ASX Listing Rules

A summary of Listing Rule 7.1 is set out in Section 2.2 and applies equally to Resolution 4.

The issue of the Service Provider Shares will not fall within any of the exceptions in Listing Rule 7.2 and will exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval to the issue of the Service Provider Shares under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Service Provider Shares and will issue the Service Provider 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 4 is not passed, the Company will not be able to proceed with the issue of the Service Provider Shares and will pay the amount owing in cash.

4.3 Information required under Listing Rule 7.3

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 4:

Name of person to whom securities will be issued	The Service Provider Shares were issued to a person who provided investor relations services to the Company, namely Dominion Partners. Dominion Partners is not: (a) a person in respect of whom an issue of Piggyback Options would require shareholder approval under Listing Rule 10.11; (b) a related party or Key Management Personnel; (c) a substantial holder of, or advisors to, the Company; or (d) an associate of such persons, and is being issued 1% or more of the Company's current issued capital
Number and class of securities to be issued	2,066,375 Shares (being Service Provider Shares)
Summary of the material terms of the securities	The Service Provider Shares rank equally with all the Company's other Shares on issue.
Date of issue	The Service Provider Shares will be issued within 3 months of the Meeting, if approved by Shareholders.

Issue Price or other consideration that the Company will receive for the securities	\$0.004791 per Service Provider Share
Purpose of the issue	The Service Provider Shares are issued as consideration for investor relations services provided to the Company by Dominion between October 2023 and December 2023.
Material Agreement	The Company engaged Dominion Partners to provide investor relations services on a monthly retainer between October and December 2023.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

4.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 4. The Board recommends that Shareholders vote in favour of Resolution 4, as this will enable the Company to conserve its cash for operational use.

5. Approval for the cashless buy-back of 30,000,000 Plan Shares from Mr James Dack

5.1 Background

At the Company's Annual General meeting on 30 November 2022, Shareholders approved the issue under Listing Rule 10.14 to Mr James Dack of 30,000,000 Shares (**Plan Shares**) under a Loan Funded Share Scheme pursuant to which Mr Dack would receive the Plan Shares in lieu of cash director's fees.

The Plan Shares were to vest in 3 tranches of 10,000,000 Plan Shares on the 12-month, 18-month and 24-month anniversary of the offer of the Plan Shares to Mr Dack. The issue price of the Plan Shares, being a 5-day VWAP, was funded by a limited recourse loan (**Share Loan**) from the Company to Mr Dack for the aggregate purchase price of all the Plan Shares, namely \$600,000.

The Plan Shares were issued to Mr Dack and despite the first two tranches technically vesting, all the Plan Shares remain under a holding lock.

The terms of the Loan Funded Share Scheme under which the Plan Shares were issued allowed Mr Dack to elect to forfeit the Plan Shares at his discretion, in which case the balance of the limited recourse Loan is to be set off against cancellation of the forfeited shares, with the net effect that the Plan Shares are to be cancelled and the Share Loan is to be forgiven. Mr Dack has elected to forfeit the Plan Shares and has resigned as a Director.

Consequently, the Company now proposes, by Resolution 5, to buy-back the Plan Shares and cancel them in consideration for forgiveness of the associated limited recourse loan.

5.2 Corporations Act

The buy-back by the Company of the Plan Shares pursuant to the rules of the Loan Funded Share Scheme constitutes a selective buy-back of shares that is regulated by section 275D of the Corporations Act. Section 275D requires that the buy-back be approved by a special resolution of shareholders and that any agreement relating to the buy-back must be conditional on such approval.

5.3 Technical disclosure under Regulatory Guide 110

The Company discloses the following information concerning the proposed buy-back of Plan Shares pursuant to ASIC Regulatory Guide 110:

Shares currently on issue	2,209,386,706
Number and percentage of Shares to be bought back	30,000,000 1.36% of Shares currently on issue
Terms of the buy-back	The Shares will be bought back and cancelled. Consideration for the buy-back will be forgiveness by the Company of the Share Loan advanced to Mr Dack to fund the aggregate issue price of the Plan Shares, in accordance with the terms on which the Plan Shares were offered and approved by Shareholders.
Offer price for the Plan Shares	The 30,000,000 Plans Shares are to be bought back for forgiveness of the \$600,000 Share Loan, equating to \$0.02 per Plan Share.
Reasons for the buy-back	Mr Dack has elected to exercise his right under the terms of issue of the Plan Shares to forfeit them in consideration of forgiveness of the Share Loan and their cancellation by the Company.
Interests of Mr Dack in the Company	In addition to the Plan Shares, Mr Dack holds 10,000,000 Shares and 5,000,000 CCOOA Options.
Financial effect of the buy-back on the Company	The buy-back has no effect on the Company's cash position. The Share Loan is not an asset in the Company's balance sheet, and the Loan Funded Share Scheme was regarded as an option granted to Mr Dack by the financial auditors in FY2023 and FY2024 and resulted in an expense of \$68,084 in FY2023 and an expense of \$116,716 in FY2024 in the company's accounts.
Source of funds for the buy-back	The buy-back is cashless and is funded by forgiveness of the \$600,000 Share Loan.
Effect of the buy-back on control of the Company	The buy-back will have no material effect on control of the Company.
Identity of the seller in the buy-back	Mr James Dack is the seller
Latest audited financial statements	The Company's Annual Report was released on the ASX on 30 August 2024.
Current share price	\$0.006.

5.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

The forgiveness of the Share Loan may be a financial benefit and Mr Dack is a related party of the Company because he was a Director in the 6 months preceding the Meeting.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5, because in light of the stated terms of the Share Loan and the original characterisation of the issue of the Plan Shares as reasonable remuneration, the buy-back constitutes reasonable remuneration, which is one of the exceptions contemplated in paragraph (a) above. As a result, the approval of Shareholders contemplated in the summary above is not required.

5.5 **Directors' Recommendations**

The Directors recommend that Shareholders vote in favour of Resolution 5, because they consider that given Mr Dack's resignation as a Director and his exercise of his right to forfeit the Plan Shares under their terms of issue, it is appropriate that they be forfeited and cancelled.

Glossary

AEST means Australian Eastern Standard Time.

Annual Report means the Company's 2023 Annual Report.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Wednesday, 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 dealings with the entity;
- (e) a company the member controls;
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition closely related party in the Corporations Act.

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

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **Meeting** means the General Meeting of the Company convened by this Notice of Meeting.

Group means the Company and all of its related bodies corporate (as that term is defined in the Corporations Act).

Key Management Personnel or **KMP** 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 of 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 entity.

Notice or Notice of Meeting means this Notice of the General Meeting including the Explanatory Statement and Proxy Form.

Piggyback Option is a quoted CCOOA Option that is the subject of Resolution 3.

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.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Share Registry.

Special Resolution has the meaning given to the term in the Corporations Act.

Schedule 1 Placement Option Terms

(a) **Entitlement**

Each Placement Option gives the Placement Option holder the right, to subscribe for, and be issued:

- (i) one Share; and
- (ii) if exercised before 31 March 2025, one Piggyback Option.

(b) **Not quoted**

The Placement Options will be unlisted unless the Company agrees otherwise in writing in its sole discretion, subject to the Listing Rules and applicable law.

(c) **Exercise Price**

The amount payable upon exercise of each Placement Option will be \$0.006 (**Exercise Price**).

(d) **Expiry date**

Each Placement Option will expire at 5:00 pm (AEST) on the date which is 12 months after the date of issue of the Placement Options (**Expiry Date**), being 10 December 2025. A Placement Option not exercised before the Placement Option Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

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

(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 by the Company of the payment of the Exercise Price for each Placement Option being exercised, in cleared funds (**Exercise Date**).

(g) **Notice of Exercise**

The Placement Options may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. Notices of Exercise are available from the Share Registry.

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

Regardless of when during any calendar month an Exercise Notice is received by the Company, the Company will allot the applicable Shares (and if applicable, the Piggyback Options) to the Placement Option holder on or about the third week of each calendar month during which Exercise Notices are received, that date being the Exercise Date for all purposes.

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 Placement 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 Placement Options. If a notice delivered under (h)(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.

(i) **Shares (and Piggyback Options) ranking**

Shares allotted upon the exercise of Placement Options will upon allotment rank equally in all respects with other issued fully paid Shares. Piggyback Options issued upon the exercise of Placement Options will rank equally in all respects with the Company's CCOOA quoted Options.

(j) **Quotation of Shares (and Piggyback Options) issued on exercise**

If admitted to the official list of the ASX at the time, the Company will apply for a quotation of all Shares (and any Piggyback Options) allotted pursuant to the exercise of Placement Options on the ASX within five business days after the date of allotment of those Shares (and where relevant, Piggyback Options).

(k) **Reorganisation**

If, prior to the Expiry Date of the Placement Options, the issued capital of the Company is reorganised, all rights of a Placement Option holder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and Placement Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options except to the extent that these Placement Options (if capable of exercise at the material time) are exercised prior to the 'record date' for determining entitlements for the new issue.

(m) **Change in exercise price**

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

(n) **Transferability**

The Placement Options are not transferable except with the prior approval in writing of the Company (in its sole discretion) and are subject to any restriction or escrow arrangements imposed by ASX or under applicable Australia securities law.

(o) **Agreement to be bound**

By lodging an Exercise Notice, the Placement Option holder agrees to take the applicable Shares (and any Piggyback Options) and agrees to be bound by the Constitution of the Company.

(p) **Amendment of terms**

Subject to the ASX Listing Rules and applicable law, the terms of the Placement Options may be amended by a special resolution of the Company's shareholders, provided that such amendment is procedural in nature and does not prejudice the Placement Option holder.

Schedule 2 Lead Manager **Option Terms**

(a) **Class**

The Lead Manager Options fall into the same class as the Company's existing listed CCOOA Options.

(b) **Entitlement**

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

(c) **Exercise Price**

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

(d) **Expiry Date**

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

(e) **Exercise Period**

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

(f) **Notice of Exercise**

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

(g) **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 Lead Manager Option being exercised in cleared funds (Exercise Date).

(h) **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 Lead Manager 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 Lead Manager Options. If a notice delivered under (h)(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.

(i) **Shares issued on exercise**

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

(j) **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.

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Lead Manager Options are proposed to be listed on the ASX (subject to exercise by ASX of its discretion whether or not to grant quotation) transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(n) **Quotation**

The Company will seek quotation of the Lead Manager Options, but ASX retains a discretion regarding whether or not to grant quotation. These terms of issue may be amended to the extent required to satisfy any requirement imposed by ASX.



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 **10.00am (AEST) on Saturday, 08 February 2025**, 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 Key Management Personnel.

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://automicgroup.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:

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