



4 June 2024

ASX RELEASE

Renouncable Rights Offer letters to optionholders and ineligible shareholders

The Calmer Co. International Limited (ASX:CCO), refers to the Renouncable Rights Offer announced on 3 June 2024 and provides copies of the letters to optionholders and ineligible shareholders.

This announcement has been authorised for release by the Board of Directors of The Calmer Co International Limited.

Ends

for further information, please contact

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about **The Calmer Co.**

The Calmer Co. International Limited (ASX:CCO), provides natural solutions to calm nerves, support mind and muscle relaxation and induce sleep. The product range includes drinking powders, teas, shots, concentrates and capsules. Sold under our house of brands: Fiji Kava, Taki Mai and Danodan Hempworks in markets including USA, Australia, China New Zealand, and Fiji. The company is also the distributor of Leilo kava drinks in the Fiji Islands.

forward looking statements

This ASX release includes certain forward-looking statements that are based on information and assumptions known to date and are subject to various risks and uncertainties. Actual results, performance or achievements could be significantly different from those expressed in, or implied by, these forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Fiji Kava. These factors may cause actual results to differ materially from those expressed in the statements contained in this announcement.

4 June 2024

Dear Optionholder

**The Calmer Co International Limited
Limited Entitlement Offer – Renounceable entitlement offer**

On 3 June 2024, The Calmer Co International Limited (ASX: CCO) (the “**Company**”) announced that it would be offering shareholders the opportunity to participate in a pro rata renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary in the Company (“**New Share**”) for every 3 existing fully paid ordinary Company shares (“**Shares**”) held as at 7:00pm AEST on the record date (being 6 June 2024) (“**Record Date**”) (“**Entitlement**”) at an issue price of A\$0.004 per New Share (“**Offer Price**”) to raise up to approximately \$2,019,850 (“**Entitlement Offer**”) before costs. The Offer includes 1 free attaching New Option for every 2 New Shares acquired under the Entitlement Offer, with an exercise price of \$0.006 and expiring on 30 June 2026.

The Entitlement Offer includes a Top Up Offer under which Eligible Shareholders who have taken up their full entitlement under the Entitlement Offer can apply to take up additional New Shares and attaching New Options in excess of their pro rata entitlement, subject to restrictions under Chapter 6 of the Corporations Act. Applications under the Top up Offer will only be considered to the extent that there is a shortfall under the Entitlement Offer.

Only shareholders with a registered address in Australia, New Zealand and Fiji will be eligible to participate in the Entitlement Offer (**Eligible Shareholders**).

Assuming no options are exercised before the Record Date, up to approximately 504,962,470 New Shares and 252,481,235 New Options will be issued under the Entitlement Offer.

As a renounceable offer, rights are tradeable on the ASX and are also otherwise transferable in accordance with the timetable for the Entitlement Offer.

New Shares will rank equally with the Company's existing Shares and New Options will rank equally with the Company's CCOOA options already on issue, subject to ASX exercising its discretion to grant the New Options official quotation in that existing class.

The Entitlement Offer will be made by way of a Prospectus (**Prospectus**). The Prospectus will be available on the Company's website at www.thecalmerco.com and on the ASX website at www.asx.com.au on 3 June 2024.

The Entitlement Offer is lead Managed by Mahe Capital Pty Ltd, in consideration for which the Company will issue Mahe up to 20,198,500 New Options.

Purpose of Entitlement Offer

Successful completion of the Entitlement Offer will raise up to approximately \$2,019,850 (before costs). Funds raised through the Entitlement Offer will be applied to expanding inventory in line with growing sales and new market entry, upgrade manufacturing equipment to increase output from the Company's Navua Facility, undertake ecommerce and awareness generating marketing activities in Australia and the USA and for general working capital, including offer costs.

Indicative Timetable

The timetable for the Entitlement Offer is as follows:

Event	Date*
Announcement of Entitlement Offer on the ASX Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B on ASX	3 June 2024
Option holders notified of Entitlement Offer	3 June 2024
"Ex" Date Rights trading commences	5 June 2024
Record Date	6 June 2024
Prospectus with Entitlement and Acceptance Form despatched to Eligible Shareholders Opening Date	11 June 2024
Rights trading ends	17 June 2024
Securities quoted on a deferred settlement basis	18 June 2024
Last day to extend the Closing Date of Offers	19 June 2024
Closing Date (5pm AEST)	24 June 2024
Announcement of results of the Entitlement Offer New Shares and New Options under the Entitlement Offer issued Appendix 2A lodged with ASX applying for quotation of New Shares and New Options Holding statements sent	27 June 2024
Trading in New Shares and New Options** commences	28 June 2024

*The above timetable is indicative only and all dates may be subject to change. The Company's directors reserve the right to extend the Closing Date for the Entitlement Offer at their discretion.

Capital structure

The share capital structure of the Company on completion of the Entitlement Offer will be as follows:

Securities	Number
Current capital structure	
Existing Shares	1,514,887,409
Existing Options	453,182,466
Securities under the Offers	
Maximum New Shares to be issued pursuant to the Offer*	504,962,470
Maximum New Options to be issued pursuant to the Offer*	252,481,235
Maximum Lead Manager Options to be issued pursuant to the Offer*	20,198,500
Maximum Securities on issue after the Offers	
Shares	2,019,849,879
Options	725,862,201

* Subject to rounding

Prospectus

Details of the Entitlement Offer will be contained in the Prospectus. Eligible Shareholders should consider the Prospectus carefully before deciding whether to participate in the Entitlement Offer and consult with their professional advisors if they have any queries.

Option holders

There is no obligation for you to exercise your existing options. This letter is intended to inform you of your rights in relation to your options and the Entitlement Offer. If you do not wish to participate in the Entitlement Offer, you do not need to take any action.

The purpose of this letter is to give you notice, as an option holder of the Company, that if you wish to participate in the Entitlement Offer in relation to the shares underlying your options, you must exercise your options before the Record Date.

If you require an option exercise form, please contact the Company.

On behalf of the Board and management of the Company, I would like to thank you for your continued support of our company.

Yours sincerely



Anthony Noble
Managing director and Chief Executive Officer

Authorised for release by the Calmer Co International Limited Board.

This letter is not a prospectus or offering document under Australian law or under any other law and has not been and will not be filed or lodged with or approved by the Australian Securities and Investments Commission or any other regulatory authority in Australia or any other jurisdiction. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand and Fiji. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares or New Options in the Company. This letter does not and will not form any part of any contract for the acquisition of entitlements or New Shares or New Options in the Company.

This letter may not be released or distributed in the United States. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares and New Options have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares and New Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States. The New Shares and New Options to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Regulation S under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

IMPORTANT NOTICE TO NOMINEES

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) acting for the account or benefit of any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

4th June 2024

Dear Shareholder

**The Calmer Co International Limited
Limited Entitlement Offer – Notice of Renounceable entitlement offer to Ineligible Shareholders**

On 3 June 2024, The Calmer Co International Limited (ASX: CCO) (the “**Company**”) announced that it would be offering shareholders the opportunity to participate in a pro rata renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary in the Company (“**New Share**”) for every 3 existing fully paid ordinary Company shares (“**Shares**”) held as at 7:00pm AEST on the record date (being 6 June 2024) (“**Record Date**”) (“**Entitlement**”) at an issue price of A\$0.004 per New Share (“**Offer Price**”) to raise up to approximately \$2,019,850 (“**Entitlement Offer**”) before costs. The Offer includes 1 free attaching New Option for every 2 New Shares acquired under the Entitlement Offer, with an exercise price of \$0.006 and expiring on 30 June 2026.

The Entitlement Offer includes a Top Up Offer under which Eligible Shareholders who have taken up their full entitlement under the Entitlement Offer can apply to take up additional New Shares and attaching New Options in excess of their pro rata entitlement, subject to restrictions under Chapter 6 of the Corporations Act. Applications under the Top up Offer will only be considered to the extent that there is a shortfall under the Entitlement Offer.

Only shareholders with a registered address in Australia, New Zealand and Fiji will be eligible to participate in the Entitlement Offer (**Eligible Shareholders**). Assuming no options are exercised before the Record Date, up to approximately 504,962,470 New Shares and 252,481,235 New Options will be issued under the Entitlement Offer.

The Entitlement Offer will be made by way of a Prospectus (**Prospectus**). The Prospectus will be available on the Company’s website at www.thecalmerco.com and on the ASX website at www.asx.com.au on 3 June 2024.

The Entitlement Offer is lead Managed by Mahe Capital Pty Ltd.

Purpose of Entitlement Offer

Successful completion of the Entitlement Offer will raise up to approximately \$2,019,850 (before costs). Funds raised through the Entitlement Offer will be applied to expanding inventory in line with growing sales and new market entry, upgrade manufacturing equipment to increase output from the Company’s Navua Facility, undertake ecommerce and awareness generating marketing activities in Australia and the USA and for general working capital, including offer costs.

Indicative Timetable

The timetable for the Entitlement Offer is as follows:

Event	Date
Announcement of Entitlement Offer on the ASX Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B on ASX	3 June 2024
Option holders notified of Entitlement Offer	3 June 2024
Notice of Entitlement Offer sent to Shareholders	3 June 2024
"Ex" Date Securities quoted on a deferred settlement basis	5 June 2024
Record Date to determine Entitlements	6 June 2024
Prospectus with Entitlement and Acceptance Form despatched to Eligible Shareholders Entitlement Offer Opening Date Rights trading commences on a deferred settlement basis	11 June 2024
Rights trading ends	17 June 2024
Securities quoted on a deferred settlement basis	18 June 2024
Last day to extend the Closing Date of Offers	19 June 2024
Closing Date (5pm AEST)	24 June 2024
Announcement of results of the Entitlement Offer Issue New Shares and New Options** under the Entitlement Offer Appendix 2A lodged with ASX applying for quotation of New Shares and New Options	27 June 2024
Trading in New Shares and New Options** commences	28 June 2024

The above timetable is indicative only and all dates may be subject to change. The Company's directors reserve the right to extend the Closing Date for the Entitlement Offer at their discretion.

Capital structure

The share capital structure of the Company on completion of the Entitlement Offer will be as follows:

Securities	Number
Current capital structure	
Existing Shares	1,514,887,409
Existing Options	453,182,466
Securities under the Offers*	
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Maximum Securities on issue after the Offers*	
Shares	2,019,849,879

Options	725,862,201
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* Subject to rounding

Ineligible Foreign Shareholders

A Shareholder who has a registered address outside of Australia, New Zealand or Fiji, will not be eligible to participate in the Offers (each, an **Ineligible Foreign Shareholder**).

This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Fiji. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), the Company wishes to advise you that it will not be extending the Offers to you.

In compliance with ASX Listing Rule 7.7.1(c), the Company has appointed Mahe Capital (**Nominee**) as nominee for Ineligible Foreign Shareholders. The Company advises the Ineligible Foreign Shareholders that the Nominee will arrange for the sale of the rights to subscribe for the New Shares under the Entitlement Offer that would have been given to the Ineligible Foreign Shareholders. If the rights are sold, the net proceeds will be sent to the Ineligible Foreign Shareholders. The Nominee will have an absolute and sole discretion to determine the timing and the price at which the rights may be sold and the manner of any such sale. Mahe Capital will not be paid a fee in respect of its role as Nominee, although will be entitled to commission upon the sale of the rights.

Any interest earned on the proceeds of the sale of these rights will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the Ineligible Foreign Shareholders. The net proceeds of the sale of these rights will then be forwarded by the Company as soon as practicable to the Ineligible Foreign Shareholders, in proportion to their share of such rights (after deducting brokerage commission and other expenses).

Please note it is possible that no net proceeds will be available for distribution after the costs of the sale have been paid to the Nominee. There is no guarantee that the Nominee will be able to sell the rights of Ineligible Foreign Shareholders on ASX and Ineligible Foreign Shareholders may receive no value for the rights. Both the Company and the Nominee take no responsibility for the outcome of the sale of such rights of the failure to sell such rights.

This notice is to inform you of the Offers. You are not required to do anything in respect to this letter. For enquiries concerning the Offers and the Prospectus, please contact the Company.

Yours sincerely



Anthony Noble
Managing director and Chief Executive Officer

Authorised for release by the Calmer Co International Limited Board.

This letter is not a prospectus or offering document under Australian law or under any other law and has not been and will not be filed or lodged with or approved by the Australian Securities and Investments Commission or any other regulatory authority in Australia or any other jurisdiction. No action has been or will be taken to

register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand and Fiji. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares or New Options in the Company. This letter does not and will not form any part of any contract for the acquisition of entitlements or New Shares or New Options in the Company.

This letter may not be released or distributed in the United States. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares and New Options have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares and New Options may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States. The New Shares and New Options to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Regulation S under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

IMPORTANT NOTICE TO NOMINEES

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) acting for the account or benefit of any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.