

13th September 2024

Voluntary Delisting from ASX

CALIMA ENERGY LIMITED (ASX:CE1 / OTC: CLMEF)

Calima Energy Limited (ACN 117 227 086) (Company) wishes to advise that it has made a formal application to the Australian Securities Exchange (ASX) to be removed from the official list of the ASX (Official List), following receipt of in-principle advice from ASX that it would be likely to agree to remove the Company from the Official List on a date to be determined by ASX in consultation with the Company, subject to compliance with the following conditions:

- a) the request for removal of the Company from the Official List being approved by way of a special resolution of the shareholders of the Company;
- b) the notice of meeting seeking shareholder approval for the Company's removal from the Official List including, in form and substance satisfactory to ASX:
 - i. a timetable of key dates, including the time and date at which the Company will be removed from the Official List if that approval is given;
 - ii. details of the processes that will exist after the Company is removed from the Official List to allow holders to dispose of their holdings and how they can access those processes; and
 - iii. to the satisfaction of ASX, the information prescribed in section 2.11 of ASX Guidance Note 33.

Reasons for Delisting

Following a detailed review, the board of directors of the Company (Board) have unanimously determined that the delisting is in the best interests of shareholders for the following reasons:

A. Suspension

The Company was suspended from trading on 2 July 2024 and has been suspended since that date. The Company understands that in order for its shares to be re-instated to trading on ASX, it would need to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

Given that there are currently no prospects of the Company re-complying with Chapters 1 and 2 of the Listing Rules, it makes practical sense for the Company to delist.

B. Lack of Liquidity

As noted above, ASX suspended the Company from official quotation on 2 July 2024. As such, there has been no trading in the Company's shares on ASX since that time.

Given the Company will not be able to re-comply with Chapters 1 and 2 of the Listing Rules in the foreseeable future, the Company's lack of liquidity will not change.

CALIMA ENERGY LTD ACN 117 227 086

C. Lack of Assets

On 27 February 2024, the Company announced completion of the sale of its wholly owned subsidiary Blackspur Oil Corp., which held the Company's Blackspur Assets, comprising the Brooks Asset and Thorsby Asset, to Astara Energy Corp.

The Company intends, subject to obtaining shareholder approval to Listing Rule 11.2, to sell 100% of the issued capital of its wholly owned subsidiary, Calima Energy Inc. Following the sale of Calima Energy Inc., the Company will not hold any assets (other than cash).

D. Listing Costs

The Board estimates that costs attributable to the Company's ASX listing are approximately \$200,000 per annum. In addition, there are indirect costs associated with the need to devote management time attending to matters relating to the ASX listing and other ongoing administrative and compliance obligations. The Board believes that the funds used to maintain the Company's ASX listing, together with the management time, could be directed toward the ongoing focus and development of new project acquisitions if the Company is delisted from the ASX, in particular where the Company sees little tangible benefit from being a listed company at present.

E. Minority Shareholders

Delisting of the Company will not result in any substantial diminution of the protection for minority shareholders provided by the Corporations Act 2001 (Cth) given that the Company's shareholders do not presently have the benefit of liquidity in their shares.

Consequences for Delisting

The consequences for the Company and its security holders if the Company is removed from the Official List are as follows:

- a) the Company's securities will no longer be quoted on ASX and will no longer be traded on the ASX. However, security holders have been unable to sell their securities on ASX since 2 July 2024 as the Company's securities are suspended from quotation and are not trading;
- b) Shareholders will have their CHESS holdings converted to the certificated sub-register on the Company's share register. No action will be required by Shareholders to affect this conversion;
- c) security holders seeking to sell their securities following the Delisting will be entitled to transfer their holdings off-market to a willing third-party purchaser in accordance with the Company's constitution;
- d) for so long as the Company continues to have more than 100 Shareholders post Delisting, the Company will be an 'unlisted disclosing entity'. As such, the Company will continue to be subject to continuous disclosure obligations under the Corporations Act. The Company will still provide disclosure to Shareholders of material matters in accordance with the Corporations Act on the Company's website. The Company will also continue to lodge annual and interim financial statements (audited or auditor-reviewed, respectively) in accordance with the Corporations Act;
- e) there will no longer be a readily available indicator of market price for the Company's securities (noting that security holders have been unable to sell their securities on ASX since 2 July 2024 as the Company's securities are suspended from quotation and are not trading), securities will be less liquid and security holders will need to find a purchaser for their securities at an agreed price;
- f) as an unlisted public company, the Company will no longer have the ability to raise capital from the issue of securities to the public in reliance on a limited disclosure fundraising document. Should the Company seek to raise capital following the Delisting, it will be required to offer securities pursuant to a full prospectus or by way of a placement to sophisticated and institutional investors (to whom such disclosure is not required); and

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- g) the Constitution and, therefore, Shareholders’ rights will remain unchanged following the Delisting, such that Shareholders will continue to have the right to:
- i. receive notices of meetings and other notices issued by the Company;
 - ii. exercise voting rights attached to Shares; and
 - iii. entitlement to receive dividends declared and payable by the Company from time to time.

Shareholder Arrangements

The Company recently completed a buy-back of 14,365,781 unmarketable parcels shares (see the Company’s announcement dated 2 September 2024) and is currently undertaking an equal access buy-back (see the Company’s announcement dated 21 August 2024) to allow shareholders to sell their shares if they wish. Under this equal access buyback the Company will purchase up to 363,627,306 Shares, which is ~61% of the total shares on issue.

Indicative Timetable

The proposed delisting is subject to shareholder approval (as a special resolution at a general meeting to be held 14 October 2024). Further details relating to the proposed delisting, including potential advantages and disadvantages for shareholders, the consequences of the special resolution not being approved, and further details as to how shareholders can sell their securities prior to the proposed delisting, will be included in the notice of meeting. All shareholders will be entitled to vote on the resolution.

The indicative timetable for the proposed delisting is set out below.

Event	Date
Formal application submitted to ASX	28 August 2024
General Meeting of Shareholders	14 October 2024
Expected date of removal of the Company from the Official List	25 November 2024

This release has been approved by the Board. For further information visit www.calimaenergy.com or contact:

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