



**The Calmer Co International Limited
ACN 169 441 874**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the offices of HWL Ebsworth Lawyers, at Level 19, 480 Queen St, Brisbane, Queensland, on Friday, 28 November 2025 at 10:00 a.m. (AEST)

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 7 3844 1010.

Shareholders are encouraged to vote by lodging the proxy form attached to the Notice

The Calmer Co International Limited
ACN 169 441 874
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of The Calmer Co International Limited will be held at the offices of HWL Ebsworth Lawyers, at Level 19, 480 Queen St, Brisbane, Queensland, on Friday, 28 November 2025 at 10:00 a.m. (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1. Annual Report

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025, together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

No resolution is required to be passed on this item.

2. Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025.”

Short Explanation

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Dr Anthony Noble

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

'That Dr Anthony Noble, who retires by rotation in accordance with Article 11.3 of the Constitution, Listing Rule 14.5 and for all other purposes, and, being eligible and offering

himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-election of Director – Mr Griffon Emose

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

'That Mr Griffon Emose, who retires by rotation in accordance with Article 11.3 of the Constitution, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the accompanying Explanatory Statement.'

Resolution 5 – Ratification of prior issue of Advisor Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the issue of 5,150,000 Advisor Options to Novus Capital Limited (or its nominees) is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of prior issue of Consideration Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the issue 28 November 2024 of 5,000,000 Consideration Shares to Sparke Plus Pte Ltd is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 7(a) and (b) – Ratification of prior issue of Placement Shares and Placement Options

To consider and, if thought fit, to pass with or without amendment, **each** as an **ordinary resolution** the following:

'That the issue on 26 March 2025 of:

- (a) 955,683 Placement Shares; and

(b) 477,842 Placement Options,

to Kinetic Growth Fund is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of prior issue of Advisor Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the issue of 6,111,167 Advisor Shares to Mustafa Ahmed of Atherton Group is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Ratification of prior issue of Lead Manager Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the issue of 20,014,259 Lead Manager Options to Mahe Capital Pty Ltd is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Ratification of prior issue of Convertible Notes

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 700,000 Convertible Notes under the Tranche 1 Placement, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 11 – Approval to issue Convertible Notes

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 700,000 Convertible Notes under the Tranche 2 Placement on the terms and conditions as set out in the Explanatory Memorandum.'

Resolution 12 – Renewed Approval of Employee Securities Incentive Plan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the existing employee incentive scheme of the Company known as the "Employee Securities Incentive Plan" last approved at the annual general meeting held 20 November 2023 and the issue of Securities under that plan are approved under and for the purposes of exception 13(b) of Listing Rule 7.2 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 4, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the Placement Facility, by or on behalf of any persons who are 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 Shareholder), or any associate of those persons;
- (b) Resolution 5, Resolution 6, Resolution 7, Resolution 8, Resolution 9, Resolution 10 by or on behalf of any person who participated in the issue of the Shares and Options or is a counterparty to the agreement being approved, or any of their respective associates;
- (c) Resolution 11 by or on behalf of 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 Shareholder) or any of their respective associates;
- (d) Resolution 12 by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates;

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Shares held by or for an employee incentive scheme must only be voted on a Resolution under the Listing Rules if and to the extent that they are held for the benefit of a nominated participant in the scheme; the nominated participant is not excluded from voting on the Resolution under the Listing Rules; and the nominated participant has directed how the Shares are to be voted.

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Natalie Climo

Natalie Climo
Company Secretary
The Calmer Co International Limited
Dated: 29 October 2025

For personal use only

The Calmer Co International Limited
ACN 169 441 874

(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of HWL Ebsworth Lawyers, at Level 19, 480 Queen St, Brisbane, Queensland, on Friday, 28 November 2025 at 10:00 a.m. (AEST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Dr Anthony Noble
Section 6	Resolution 3 – Re-election of Director – Mr Griffon Emose
Section 7	Resolution 4 – Approval of 10% Placement Facility
Section 8	Resolution 5 – Ratification of prior issue of Advisor Options
Section 9	Resolution 6 – Ratification of prior issue of Consideration Shares
Section 10	Resolution 7(a) and (b) – Ratification of prior issue of Placement Shares and Placement Options
Section 11	Resolution 8 - Ratification of prior issue of Advisor Shares
Section 12	Resolution 9 – Ratification of prior issue of Lead Manager Options
Section 13.6(f)	Resolution 10 – Ratification of prior issue of Convertible Notes
Section 14	Resolution 11 – Approval to issue Convertible Notes
Section 15	Resolution 12 – Renewed Approval of Employee Securities Incentive Plan
Schedule 1	Definitions

Schedule 2	Terms of issue of Options
Schedule 3	Terms of issue of Convertible Notes
Schedule 4	Summary of Employee Securities Incentive Plan

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

In accordance with Rule 19 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.

2.2 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 **Wednesday, 26 November 2025 at 10:00 a.m. (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.

3. **Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://thecalmerco.com/financial-reports>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. **Resolution 1 – Remuneration Report**

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Dr Anthony Noble

5.1 General

The Company's Constitution provides that at the annual general meeting one-third of the Directors for the time being must retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Dr Anthony Noble, having transitioned from Managing Director of the Company to Non-Executive Director of the Company on 1 March 2025, will retire in accordance with the Constitution and relevant ASX Listing Rules, and being eligible, seeks re-election.

If Resolution 2 is passed, Dr Noble will be appointed as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Dr Noble will not be appointed as a Director and will retire at the end of the Meeting.

5.2 Qualifications and other material directorships

Dr Noble joined the Company as Chief Executive Officer on 31 May 2021, and became the Company's Managing Director from 20 December 2021. Prior to this he was CEO of Australian Biotherapeutics, a manufacturer of live biotherapeutics based in Coolumb Beach, Queensland. Dr Noble worked at SFI Health and held roles as Managing Director of SFI Research Pty Ltd, as Global Head of Innovation, Group Head of North Asia and as General Manager of the SFI-Shineway Chinese Joint Venture. Anthony was Principal Scientist, for Cryosite Ltd and a lead inspector for the Human Tissue Authority (UK).

Dr Noble is currently also a Non-Executive Director of Aumake Limited (ASX:AUK).

5.3 **Board recommendation**

Resolution 2 is an ordinary resolution.

The Board (other than Dr Noble) recommends that Shareholders vote in favour of Resolution 2 on the basis that Dr Noble's skills and experience have and will continue to support the Company in achieving its strategic objectives.

6. **Resolution 3 – Re-election of Director – Mr Griffon Emose**

6.1 **General**

The Company's Constitution provides that at the annual general meeting one-third of the Directors for the time being must retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Mr Griffin Emose, having been appointed as Non-Executive Director of the Company on 30 January 2023, will retire in accordance with the Constitution and relevant ASX Listing Rules, and being eligible, seeks re-election.

If Resolution 3 is passed, Mr Emose will be appointed as an Executive Chairman of the Company.

If Resolution 3 is not passed, Mr Emose will not be appointed as a Director and will retire at the end of the Meeting.

6.2 **Qualifications and other material directorships**

Mr Emose Griffon is a Fijian citizen and the Managing Director of Kontiki Capital. He was previously the Manager Public Awareness & Investor Education at the Capital Markets Development Authority and an economist at the Ministry of Finance where he served with the Economic Policy Analysis Unit and the Financial Management Reform Project. He is licensed by the Reserve Bank of Fiji as an Investment Adviser Representative and serves on several other Boards.

Past Directorships include for the South Pacific Stock Exchange, Fiji Gas and Pleass Global. Griffon graduated with a Bachelor of Commerce from the University of Auckland, New Zealand and completed the Graduate Diploma in Applied Finance & Investment through the Securities Institute of Australia (now the Financial Services Institute of Australasia). He is a member of the CFA Institute and earned the CFA Charter in 2005.

6.3 **Board recommendation**

Resolution 3 is an ordinary resolution.

The Board (other than Mr Emose) recommends that Shareholders vote in favour of Resolution 3 on the basis that Mr Emose's skills and experience have and will continue to support the Company in achieving its strategic objectives.

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Placement Facility**).

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Placement Facility during the Placement Period (refer to Section (e) below). The number of Equity Securities to be issued under the Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$9.18 million, based on the closing price of Shares \$0.003 on 9 October 2025.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, only the Company's fully paid ordinary shares are quoted.

(c) How many Equity Securities can be issued?

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

(d) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(e) **When can Equity Securities be issued?**

Shareholder approval of the Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Placement Period).

(f) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the Placement Facility during the Placement Period (refer to Section (e) above).

Shareholder approval of the Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section (d) above).

(c) **Purposes of issues under Placement Facility**

The Company may seek to issue Equity Securities under the Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition) and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the table below (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on an issue price of \$0.003 per Share which was the closing price of the Company's Shares on the ASX on 9 October 2025 and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 on 9 October 2025 (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	0.002 50% decrease in Current Market Price	\$0.004 Current Market Price	\$0.008 100% increase in Current Market Price
3,011,353,260 Shares Variable A	10% Voting Dilution	301,135,326	301,135,326	301,135,326
	Funds raised	\$602,270.65	\$1,204,541.30	\$2,409,082.61
4,517,029,890 Shares 50% increase in Variable A	10% Voting Dilution	451,702,989	451,702,989	451,702,989
	Funds raised	\$903,405.98	\$1,806,811.96	\$3,613,623.91
6,022,706,520 Shares 100% increase in Variable A	10% Voting Dilution	602,270,652	602,270,652	602,270,652
	Funds raised	\$1,204,541.30	\$2,409,082.61	\$4,818,165.22

Notes:

1. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Placement Facility, based on that Shareholder's holding at the date of the Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

Since the Company's Annual General Meeting in 2024, the Company issued NIL Shares under Listing Rule 7.1A, the particulars being as follows:

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 **Board recommendation**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors recommend that Shareholders vote in favour of Resolution 4, as this will enable the Company to have flexibility in respect of future capital raising activities.

8. **Resolution 5 – Ratification of prior issue of Advisor Options**

8.1 **General**

On 10 December 2024, the Company issued Novus Capital Limited (ACN 006 711 995) (**Broker**) (or its nominees) 5,150,000 Options exercisable at \$0.006 each on or before 30 June 2026 as partial consideration for the broker services provided by the Broker to the Company in connection with a placement of shares to professional and sophisticated investors (**Advisor Options**). The Advisor Options were issued in accordance with a mandate entered into between the Company and the Broker (**Broker Mandate**), a summary of the material terms of which are set out at Section 8.4 below.

The Advisor Options were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 5 seeks the approval of Shareholders to ratify the issue of the Advisor Options under and for the purposes of Listing Rule 7.4.

8.2 **Listing Rules 7.1 and 7.4**

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.

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 Listing Rule 7.1.

The issue of Advisor Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's

15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Advisor Options.

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 8 seeks Shareholder approval to the issue of the Advisor Options under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Advisor 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 of the Advisor Options.

If Resolution 8 is not passed, the Advisor Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Advisor Options.

8.3 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Advisor Options:

- (a) a total of 5,150,000 Advisor Options were issued on 10 December 2024 to the Broker (Novus Capital Limited (ACN 006 711 995) (or its nominees), none of whom is a Material Investor or a related party of the Company;
- (b) the Advisor Options are exercisable at \$0.006 each on or before 30 June 2026 and were otherwise issued on the terms and conditions set out in Schedule 2;
- (c) the Advisor Options were issued for nil cash consideration, as part consideration for broker services provided by the Broker to the Company in relation to the Placement. Accordingly, no funds were raised from the issue;
- (d) the Advisor Options were issued in accordance with the Broker Mandate, a summary of the material terms of which are set out at Section 8.4 below; and
- (e) a voting exclusion statement is included in the Notice.

8.4 **Summary of Broker Mandate**

Pursuant to the Broker Mandate, the Broker agreed to lead manage the Company's placement. In consideration for this service, the Company agreed to pay the Broker:

- (a) a commission of 6% of funds raised;
- (b) a cash fee of \$7,500; and

to issue the Broker 12,450,000 options, subject to Shareholder approval.

The Broker Mandate contains additional provisions, including warranties and indemnities in respect of the Company which are considered standard for agreements of this nature.

9. Resolution 6 – Ratification of prior issue of Consideration Shares

9.1 General

On 28 November 2024, the Company issued Sparke Plus (**Investor Relations Manager**) 5,000,000 Shares as partial consideration for investor relations services provided by the Investor Relations Manager to the Company in connection with the provision of investor relations management services (**Consideration Shares**). The Consideration Shares were issued in accordance with a mandate entered into between the Company and the Investor Relations Manager (**Investor Relations Mandate**), a summary of the material terms of which are set out at Section 9.4 below.

The Advisor Options were issued within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 8 seeks the approval of Shareholders to ratify the issue of the Advisor Options under and for the purposes of Listing Rule 7.4.

9.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of Consideration Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Consideration Shares.

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 8 seeks Shareholder approval to the issue of the Consideration Shares under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Consideration Shares 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 of the Consideration Shares.

If Resolution 8 is not passed, the Consideration Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Consideration Shares.

9.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consideration Shares:

- (a) a total of 5,000,000 Consideration Shares were issued on 28 November 2024 to the Investor Relations Manager who is not a related party of the Company;

- (b) the Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Consideration Shares were issued for nil cash consideration, as part consideration for the investor relations services provided to the Company, at a deemed issue price of \$0.008 each. Accordingly, no funds were raised from the issue;
- (d) the Consideration Shares were issued in accordance with the Investor Relations Mandate, a summary of the material terms of which are set out at Section 9.4 below; and
- (e) a voting exclusion statement is included in the Notice.

9.4 **Summary of Investor Relations Mandate**

Pursuant to the Investor Relations Mandate, the Company engaged Sparke Plus to provide investor management services, including production of virtual roadshows and communications with media and social media platforms.

In consideration for provision of those services, the Company agreed to issue 5,000,000 Shares at an issue price of \$0.008, to Sparke Plus.

10. **Resolution 7(a) and (b) – Ratification of prior issue of Placement Shares and Placement Options**

10.1 **General**

On 25 March 2025, the Company announced that it had undertaken a placement to an existing and professional investors to raise approximately \$3,822.73 before costs (**Placement**) by the issue of 955,683 Shares at \$0.004 each (**Placement Shares**). In addition, subscribers under the Placement received 1 free attaching Option exercisable at \$0.006 each on or before 30 June 2026 (**Placement Options**) for every 2 Placement Shares, aggregating to 477,842 Placement Options.

The Company issued 955,683 Placement Shares and 477,842 Placement Options (**Placement Securities**) to Kinetic Growth Fund Ltd (**Placement Participant**) using the Company's placement capacity under Listing Rule 7.1 to raise \$3,822.73 (before costs).

Resolution 7 seeks the approval of Shareholders to ratify the issue of the Placement Securities under and for the purposes of Listing Rule 7.4.

10.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of Placement Securities does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Placement Securities.

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 7 seeks Shareholder approval to the issue of the Placement Securities under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Placement Securities 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 of the Placement Securities.

If Resolution 7 is not passed, the Placement Securities will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Placement Securities.

10.3 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Placement Shares:

- (a) the Placement Shares were issued to Kinetic Growth Fund Ltd, a professional investor to whom a disclosure document does not need to be provided under the Corporations Act, who is not a related party of the Company. No lead manager was appointed to manage the Placement. The Placement Participant is not considered to be Material Investor;
- (b) a total of 955,683 Placement Shares were issued on 25 March 2025;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.004 per Share;
- (e) the proceeds from the issue of the Placement Shares were used towards general working capital of the Company;
- (f) there are no additional material terms with respect to the agreements for the issue of the Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Placement Options:

- (a) a total of 477,842 Placement Options were issued on 28 November 2024 to the Placement Participant, being an existing shareholder of the Company and professional investor, but who is otherwise not a related party of the Company;
- (b) the Placement Options are exercisable at \$0.006 each on or before 30 June 2026 and were otherwise issued on the terms and conditions set out in Schedule 2;
- (c) the Placement Options were issued for nil cash consideration, as free-attaching options in recognition of the Placement. Accordingly, nil or nominal funds were raised from the issue of the Placement Options;
- (d) a voting exclusion statement is included in the Notice.

10.4 **Board recommendation**

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Ratification of prior issue of Advisor Shares**

11.1 **General**

During February 2025, the Company and Mustafa Ahmed of Atherton Group (**Service Provider**) entered into an agreement (**Services Agreement**) pursuant to which Atherton Group would procure the ranging of the Company's products with Quickstop stores, in consideration for which the Company agreed to pay the Service Provider "slotting" fees amounting to \$36,36,667, in scrip, at \$0.006, representing 6,111,167 Shares (**Advisor Shares**).

The Company issued the Advisor Shares to the Service Provider (or its nominee/s) on 5 March 2025 within the 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 8 seeks the approval of Shareholders to ratify the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

11.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of Advisor Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Advisor Shares.

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 8 seeks Shareholder approval to the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Advisor Shares 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 of the Advisor Shares.

If Resolution 8 is not passed, the Advisor Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of those Advisor Shares.

11.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Advisor Shares:

- (a) a total of 6,111,167 Advisor Shares were issued on 5 March 2025 to the Service Provider (or its nominee/s), none of whom is a related party of the Company;
- (b) the Advisor Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Advisor Shares were issued for nil cash consideration, as consideration for corporate advisory and slotting fees¹ in relation to the Company's operations, at a deemed issue price of \$0.006 each. Accordingly, no funds were raised from the issue;
- (d) the Advisor Shares were issued in accordance with the Services Agreement, a summary of the material terms of which are set out at Section 11.1 below; and
- (e) a voting exclusion statement is included in the Notice.

11.4 Board recommendation

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

12. Resolution 9 – Ratification of prior issue of Lead Manager Options

12.1 General

On 16 May 2025, the Company announced the successful completion of its renounceable rights issue announced on the Company's market announcements platform on 14 April 2025 (**Entitlement Offer**), raising \$1,000,713 (before the costs). Under the Entitlement Offer, the Company issued 333,570,982 new Shares and 166,785,491 Options.

In connection with the Entitlement Offer, 16 January 2025 the Company entered into a mandate with Mahe Capital Pty Ltd (**Lead Manager**), a summary of the material terms of which are set out at Section 12.4 below (**Lead Manager Mandate**). Pursuant to the lead Manager Mandate, the Company has agreed to issue to the Lead Manager (or its nominees) 20,014,259 Options exercisable at \$0.006 each on or before 30 June 2026 as partial consideration for the lead manager and underwriting services provided by the Lead Manager to the Company in connection with the Entitlement Offer (**Lead Manager Options**).

Resolution 9 seeks the approval of Shareholders to ratify the agreement to issue the Lead Manager Options under and for the purposes of Listing Rule 7.4.

12.2 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

¹ Slotting refers to a service in retail markets whereby shelf-space available from retailers for display and sale of goods to consumers is secured by an upfront payment of fees.

The agreement to issue the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Lead Manager Options.

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 9 seeks Shareholder approval to the agreement to issue Lead Manager Options under and for the purposes of Listing Rule 7.4.

If Resolution 9 is passed, the agreement to issue Lead Manager 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 agreement to issue of the Lead Manager Options.

If Resolution 9 is not passed, the agreement to issue Lead Manager Options will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the agreement to issue of those Lead Manager Options.

12.3 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the agreement to issue the Lead Manager Options:

- (a) the Company has agreed to issue 20,014,259 Lead Manager Options to the Lead Manager (or its nominees), none of whom is a related party of the Company;
- (b) the Lead Manager Options will be exercisable at \$0.006 each on or before 30 June 2026 and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (c) the Company has agreed to issue the Lead Manager Options for nil cash consideration, as part consideration for lead manager and underwriting services provided by the Lead Manager to the Company in relation to the Entitlement Offer. Accordingly, no funds will be raised from the issue;
- (d) the Lead Manager Options will be issued in accordance with the Lead Manager Mandate, a summary of the material terms of which are set out at Section 12.4 below; and
- (e) a voting exclusion statement is included in the Notice.

12.4 **Summary of material terms of the Lead Manager Mandate**

(a) **Summary**

The Company and the Lead Manager entered into a Lead Manager Mandate dated 16 January 2025, under which the Lead Manager agreed to lead manage the Entitlement Offer. In consideration of these services, the Company has, amongst other matters, agreed to issue the Lead Manager Options and granted the Lead Manager the right to place shortfall shares in consultation with the Company.

(b) **Fees and consideration**

Under the Lead Manager Mandate, the Company has also agreed to pay the Lead Manager:

- (i) a lead manager fee of \$60,000;
- (ii) a management fee of 1% of the total amount raised under the Entitlement Offer;
- (iii) a placement fee of 5% of the amount represented by the shortfall shares placement;
- (iv) 5% of the underwritten amount (excluding director sub-underwriting); and
- (v) the issue of up to 44,000,000 Lead Manager Options, on the basis of 20 Lead Manager Options for every dollar raised under the Entitlement Offer.

The Lead Manager Mandate otherwise contains additional provisions, including warranties and indemnities in respect of the Company, which are considered customary for agreements of this nature.

12.5 **Board recommendation**

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

13. **Resolution 10 – Ratification of prior issue of Convertible Notes**

13.1 **Background**

The Company proposes to issue up to 1,400,000 unsecured convertible notes with a face value of \$1.00 each (**Convertible Notes**), to sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act (**Notes Placement Participants**), to raise \$1,400,000 (before costs) (**Notes Placement**).

The Notes Placement will be undertaken in two tranches:

- (a) tranche 1, comprising the issue of 700,000 Convertible Notes (**Tranche 1 Notes**) to raise \$700,000, utilising the Company's 15% placement capacity under Listing Rule 7.1 (**Tranche 1 Placement**); and
- (b) tranche 2, comprising the issue of up to a further 700,000 Convertible Notes (**Tranche 2 Notes**) to raise up to a further \$700,000, subject to Shareholder approval under Resolution 11 (**Tranche 2 Placement**).

The Tranche 1 Placement has been completed. Resolution 10 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Convertible Notes under the Tranche 1 Placement.

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 700,000 Convertible Notes under the Tranche 2 Placement. The Company requires Shareholder approval as it does not have sufficient placement capacity to issue the balance of the Convertible Notes to be issued under the Notes Placement under Listing Rule 7.1 and

cannot utilise its additional 10% placement capacity under Listing Rule 7.1A as the Convertible Notes are not an existing class of Equity Securities.

13.2 Terms of Convertible Notes

The Company has, or proposes to enter into, convertible note deeds containing the terms of the Convertible Notes, with each Notes Placement Participant. A summary of the terms of the Convertible Notes are set out in Schedule 3.

13.3 Use of funds

The Company proposes to use the funds raised under the Notes Placement to supports its wholesale inventory build and working capital, as follows:

Description	Tranche 1 Amount (\$)
Wholesale inventory build	\$500,000
Working capital	200,000
Total	\$1,400,000

The above proposed use of funds is based on the current intentions of the Company, is indicative only, and is subject to change.

13.4 General

Resolution 10 seeks the approval of Shareholders to ratify the issue of 700,000 Convertible Notes issued under the Tranche 1 Placement, for the purposes of Listing Rule 7.4.

13.5 Listing Rules 7.1 and 7.4

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

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 10 seeks Shareholder approval of the Tranche 1 Placement under and for the purposes of Listing Rule 7.4.

If Resolution 10 is passed, the Convertible Notes issued under the Tranche 1 Placement 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 of the Convertible Notes under the Tranche 1 Placement.

If Resolution 10 is not passed, the Convertible Notes issued under the Tranche 1 Placement will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12-month period following the issue of those Convertible Notes.

13.6 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of Convertible Notes issued under the Tranche 1 Placement:

- (a) the Convertible Notes issued as part of the Tranche 1 Placement were issued to the Notes Placement Participants, being sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom are a related party of the Company. Novus Capital acted as lead manager to the Notes Placement. The Notes Placement Participants are not considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21 (**Material Investor**);
- (b) a total of 700,000 Convertible Notes were issued under the Tranche 1 Placement and will, upon conversion, each convert into fully paid ordinary shares in the capital of the Company, which Shares issued on conversion of the Tranche 1 Notes shall rank equally in all respects with the Company's existing Shares on issue.
- (c) The Tranche 1 Notes shall be convertible into 233,333,333 Shares in aggregate, at a deemed conversion price of \$0.003 per Share;
- (d) the Tranche 1 Placement was completed on 30 September 2025;
- (e) the Convertible Notes issued under the Tranche 1 Placement were issued with a face value of \$1 each.
- (f) the proceeds from the Tranche 1 Placement are to be used for the purposes set out in Section 13.3 of this Explanatory Memorandum;
- (g) the Company has entered into convertible note deeds containing the terms of the Convertible Notes, with each Notes Placement Participant under the Tranche 1 Placement. A summary of the material terms of the Convertible Notes is set out in Schedule 3; and
- (h) a voting exclusion statement is included in the Notice.

13.7 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 10.

13.8 **Additional information**

Resolution 10 is an ordinary resolution.

14. **Resolution 11 – Approval to issue Convertible Notes**

14.1 **General**

Resolution 11 seeks the approval of Shareholders for the issue of up to 700,000 Convertible Notes under the Tranche 2 Placement to Note Placement Participants to raise approximately \$700,000, for the purposes of Listing Rule 7.1.

A summary of the background pertaining to the Convertible Notes is contained in Sections 13.1 to 13.3 (inclusive) above.

14.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 13.5 above.

The proposed issue of Convertible Notes under the Tranche 2 Placement does not fall within any exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 11 seeks the required Shareholder approval to the issue of Convertible Notes under the Tranche 2 Placement under and for the purposes of Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to proceed with the issue of up to a further 700,000 Convertible Notes and raise up to a further \$700,000 for purposes set out in Section 13.3. In addition, 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 Company will not be able to proceed with the issue of the Convertible Notes under the Tranche 2 Placement in accordance with the current terms of the Notes Placement and the Company may need to raise additional funds through an equity capital raising of a lesser amount using any remaining capacity under Listing Rules 7.1 and 7.1A, debt financing or other means.

14.3 **Specific information required by Listing Rule 7.3**

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of Convertible Notes under the Tranche 2 Placement:

- (a) the Convertible Notes issued under the Tranche 2 Placement will be issued to Notes Placement Participants, being sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom will be a related party to the Company. Novus Capital acted as lead manager to the Notes Placement. The Notes Placement Participants are not considered to be Material Investors;
- (b) a maximum of 700,000 Convertible Notes will be issued under the Tranche 2 Placement and will, upon conversion, each convert into fully paid ordinary shares in the capital of the Company, which Shares issued on conversion of the Tranche 1 Notes shall rank equally in all respects with the Company's existing Shares on issue.
- (c) The Tranche 2 Notes will be convertible into 233,333,333 Shares in aggregate, at a deemed conversion price of \$0.003 per Share;
- (d) the Convertible Notes issued under the Tranche 2 Placement will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the proceeds from the Tranche 2 Placement are to be used for the purposes set out in Section 13.3 of this Explanatory Memorandum, in the same proportions;
- (f) the Company proposes to enter into a Convertible Note Deed Poll containing the terms of the Convertible Notes, with each Notes Placement Participant under the Tranche 2 Placement. A summary of the material terms of the Convertible Notes is set out in Schedule 3; and
- (g) a voting exclusion statement is included in the Notice.

14.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 11.

14.5 **Additional information**

Resolution 11 is an ordinary resolution.

15. **Resolution 12 – Renewed Approval of Employee Securities Incentive Plan**

15.1 **General**

The Company considers that it is desirable to maintain an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 12 seeks Shareholders' renewed approval for the adoption of the employee incentive scheme titled 'Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 4. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

15.2 **Listing Rules 7.1 and 7.2, exception 13(b)**

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

If Resolution 12 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

15.3 **Specific information required by Listing Rule 7.2, exception 13(b)**

Under and for the purposes of Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 4;
- (b) Since the Plan was last approved by Shareholders on 20 November 2023, 47,000,000 Shares have been issued under the terms of the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval of Resolution 12 will not exceed 100,000,000 Equity Securities; and
- (d) a voting exclusion statement is included in the Notice.

15.4 **Board recommendation**

Resolution 12 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 12.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Advisor Options	has the meaning given in Section 8.1.
Advisor Shares	has the meaning given in Section 11.1.
AEDT	means Australian Eastern Daylight Time, being the time in Brisbane, Queensland.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Broker	has the meaning given in Section 8.1.
Broker Mandate	has the meaning given in Section 8.1.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means The Calmer Co International Limited ACN 169 441 874.
Consideration Shares	has the meaning given in Section 9.1.
Constitution	means the constitution of the Company as at the date of the Meeting.
Convertible Notes	has the meaning given in Section 13.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.

Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	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 if 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 group.
Lead Manager	has the meaning given in Section 12.1.
Lead Manager Mandate	has the meaning given in Section 12.1.
Lead Manager Options	has the meaning given in Section 12.1.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 7.2(d).
Notes Placement	has the meaning given in Section 13.1.
Notes Placement Participant	has the meaning given in Section 13.1.
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 10.1.
Placement Facility	has the meaning given in Section 7.1.
Placement Options	has the meaning given in Section 10.1.

Placement Participants	has the meaning given in Section 10.1.
Placement Period	has the meaning given in Section 7.2(e).
Placement Securities	has the meaning given in Section 10.1.
Plan	Has the meaning given in Section 15.1.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Service Provider	has the meaning given in Section 11.1.
Services Agreement	has the meaning given in Section 11.1.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
Tranche 1 Notes	has the meaning given in Section 13.1.
Tranche 1 Placement	has the meaning given in Section 13.1.
Tranche 2 Notes	has the meaning given in Section 13.1.
Tranche 2 Placement	has the meaning given in Section 13.1.
VWAP	means volume weighted average market price.

Schedule 2 **Advisor Options, Placement Options, Lead Manager Options Terms**

The following terms are applicable to each of the Advisor Options, Placement Options, Lead Manager Options (**Option**):

(a) **Entitlement**

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

(b) **Exercise Price**

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

(c) **Expiry Date**

Options 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.

(d) **Exercise Period**

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

(e) **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**).

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the receipt of the Notice of Exercise (**Exercise Date**).

(g) **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 (s)(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.

(h) **Ranking**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a 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.

(j) **Participation in new issues**

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

(k) **Transferability**

The Options are not transferrable.

(l) **Quotation**

The Options are not quoted.

(m) **Amendment**

Subject to the Listing Rules and the Corporations Act, the terms of the Options may be amended by a special resolution of Shareholders.

Schedule 3 Terms and conditions of Convertible Notes

The terms of the Convertible Notes are considered customary for agreements of the nature of the Convertible Notes, the material terms of which are as follows:

Convertible Notes	<p>(a) Each Convertible Note has a face value of A\$1.00 (being the consideration payable by the Subscriber for each Convertible Note).</p> <p>(b) Each Convertible Note will convert at a rate of \$0.003 per fully paid ordinary share in the capital of the Company.</p> <p>(c) Shares issued on conversion of the Convertible Notes will rank equally in all respects with existing Shares.</p> <p>(d) The Convertible Notes will not be quoted on any securities exchange or financial market.</p>
Redemption	If the Convertible Notes are not converted into Shares by 31 December 2026, the Convertible Notes are redeemed, which redemption shall include the Face Value of the Convertible Notes plus any interest accrued.
Conversion	<p>The Convertible Notes convert into Shares:</p> <p>(a) on the occurrence of the VWAP of Company Shares being equal to or greater than \$0.004 on either 31 July 2026, or 31 December 2026; or</p> <p>(b) on a change of control,</p> <p>on the basis of the following formula:</p> $\text{Number of Shares} = \frac{\text{Amount Converted}}{\text{Conversion Price}}$ <p>where the Amount Converted is either the Amount Outstanding or part of the Amount Outstanding which at the time is being converted into Shares, and the Conversion Price is \$0.003. Fractional Shares on conversion shall be rounded up.</p>
Interest	Interest is payable on the Amount Outstanding at a rate of 10% per annum until 31 July 2026, and thereafter at 18% per annum, calculated monthly.
Rights	<p>(a) Each Convertible Note is issued subject to any applicable provisions of the Corporations Act and the Listing Rules.</p> <p>(b) Until conversion into Shares, Convertible Notes carry no voting rights (unless otherwise required by the Listing Rules or the Corporations Act), and the Subscriber will not have any right to vote at general meetings of the Company in respect of the Convertible Notes or otherwise.</p> <p>(c) The Convertible Notes may not be transferred, sold or assigned by the Subscriber, without the prior consent of the Company.</p>

	(d) The rights of the Subscriber, under and in relation to each Convertible Note, are unsecured.
Events of Default	<p>It is an event of default if:</p> <ul style="list-style-type: none"> (a) (Material breach): the Company fails to perform or observe any other material undertaking or obligation under the convertible note deed entered between the Company and Subscriber; (b) (Insolvency): the Company is or becomes unable to pay its debts when they are due; (c) (Administrator): an administrator is appointed or a resolution is passed or any steps are taken to appoint, or to pass a resolution to appoint, an administrator to the Company; or (d) (Winding up): an application or order is made for the winding-up or dissolution of the Company, which application is not dismissed or withdrawn within 21 days or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company otherwise than for the purpose of an amalgamation or reconstruction which has the prior written consent of the Subscriber, <p>(together, Events of Default).</p> <p>Upon the occurrence of an Event of Default, the Subscriber may for so long as an Event of Default is continuing, by written notice to the Company, redeem all outstanding Convertible Notes, together with all capitalised or accrued interest then due and payable in respect of those Convertible Notes.</p>
Representations and Warranties	<p>The Company has given warranties as follows:</p> <ul style="list-style-type: none"> (a) it validly exists and is properly incorporated; (b) it has legal capacity to enter into the convertible note deeds; (c) the convertible note deeds are enforceable; and (d) it has not suffered and insolvency event. <p>The Noteholder has given warranties as follows:</p> <ul style="list-style-type: none"> (a) it has legal capacity and, and where applicable, is validly incorporated; (b) execution of the convertible note deeds is valid execution and enforceable; (c) the Noteholder is a sophisticated or professional investor, as those terms are given meaning in the Corporations Act; (d) it has received independent advice and has otherwise waived this right; and (e) it has undertaken its own assessment of risks and tax implications of the Convertible Notes.

Schedule 4 Summary of Plan

A summary of the material terms of the Company's Plan is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).

	<p>Prior to a Convertible Security being exercised, the holder:</p> <p>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</p> <p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p> <p>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</p>
Vesting of Convertible Securities	<p>Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at anytime following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>

Restrictions on dealing with Convertible Securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.</p>
Listing of Convertible Securities	<p>A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <p>(a) other than circumstances described in (b) below and subject to the Corporations Act and the Listing Rules, where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group) (Leaver), all unvested Convertible Securities will remain on foot and vest in the ordinary course as though the Participant was not a Leaver, subject to the Board's overriding discretion to determine an alternate treatment;</p> <p>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the Expiry Date.</p>
Change of Control	<p>If a Change of Control Event occurs unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value</p>
Adjustment of Convertible Securities	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares</p>

	<p>as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Plan Shares	<p>The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.</p> <p>Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.</p>
Rights attaching to Plan Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.</p>
Disposal restrictions on Plan Shares	<p>If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Plan Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the</p>

	<p>acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	<p>Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.</p>
Employee Share Trust	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.</p>
Maximum Number of Securities	<p>The maximum number of equity securities proposed to be issued under the Plan, following Shareholder approval, is 100,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Withholding	<p>Subject to the Plan rules and applicable law, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.</p> <p>To give effect to this, the relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable) the Withholding Amount.</p>
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan Duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event,</p>

	then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.



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 Wednesday, 26 November 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:

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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of The Calmer Co International Limited, to be held at **10:00am (AEST) on Friday, 28 November 2025 at the offices of HWL Ebsworth Lawyers, at Level 19, 480 Queen St, Brisbane, Queensland** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7b Ratification of prior issue of Placement Shares and Placement Options - 477,842 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Dr Anthony Noble	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Ratification of prior issue of Advisor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Mr Griffon Emose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Ratification of prior issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Ratification of prior issue of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval to issue Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue of Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Renewed Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a Ratification of prior issue of Placement Shares and Placement Options - 955,683 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

29 October 2025

Dear Shareholder

THE CALMER CO INTERNATIONAL LIMITED – ANNUAL GENERAL MEETING

The Calmer Co International Limited (ASX:CCO) (the Company) will be holding its Annual General Meeting at 10:00 a.m. AEST on Friday, 28 November 2025 (the Meeting).

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, the Company will not be sending hard copies of the Notice of Meeting (the Notice) to Shareholders unless hard copies have been requested. The Notice can be viewed and downloaded from the Company's ASX Market announcements page.

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.

A copy of your personalised proxy form is **enclosed** for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

If you are unable to access any of the important Meeting documents online, please contact the Company Secretary, Natalie Climo at investors@thecalmerco.com.

Yours sincerely

Natalie Climo

Natalie Climo

Company Secretary