28 June 2023 **ASX RELEASE**

Rights Issue underwriting, firm commitments, and shortfall allocation

28 June 2023 Brisbane, Australia: The Calmer Co. International Limited (ASX:CCO), (**Company** or **CCO**) a health and wellness company focussing on natural products that promote calmness, support mind & muscle relaxation and improve sleep has announced a non-renounceable rights issue to raise up to $534,125 (**Rights Issue**). The Company provides the following summary regarding allocation of any shortfall securities.

Rights Issue entitlement for shareholders: Shareholders resident in Australia or New Zealand (**Eligible Shareholders**) will have the right to purchase 3 shares for each 8 CCO shares held at the record date of 4 July 2023 and will receive 1 free option for 3 shares applied for and issued as detailed below.

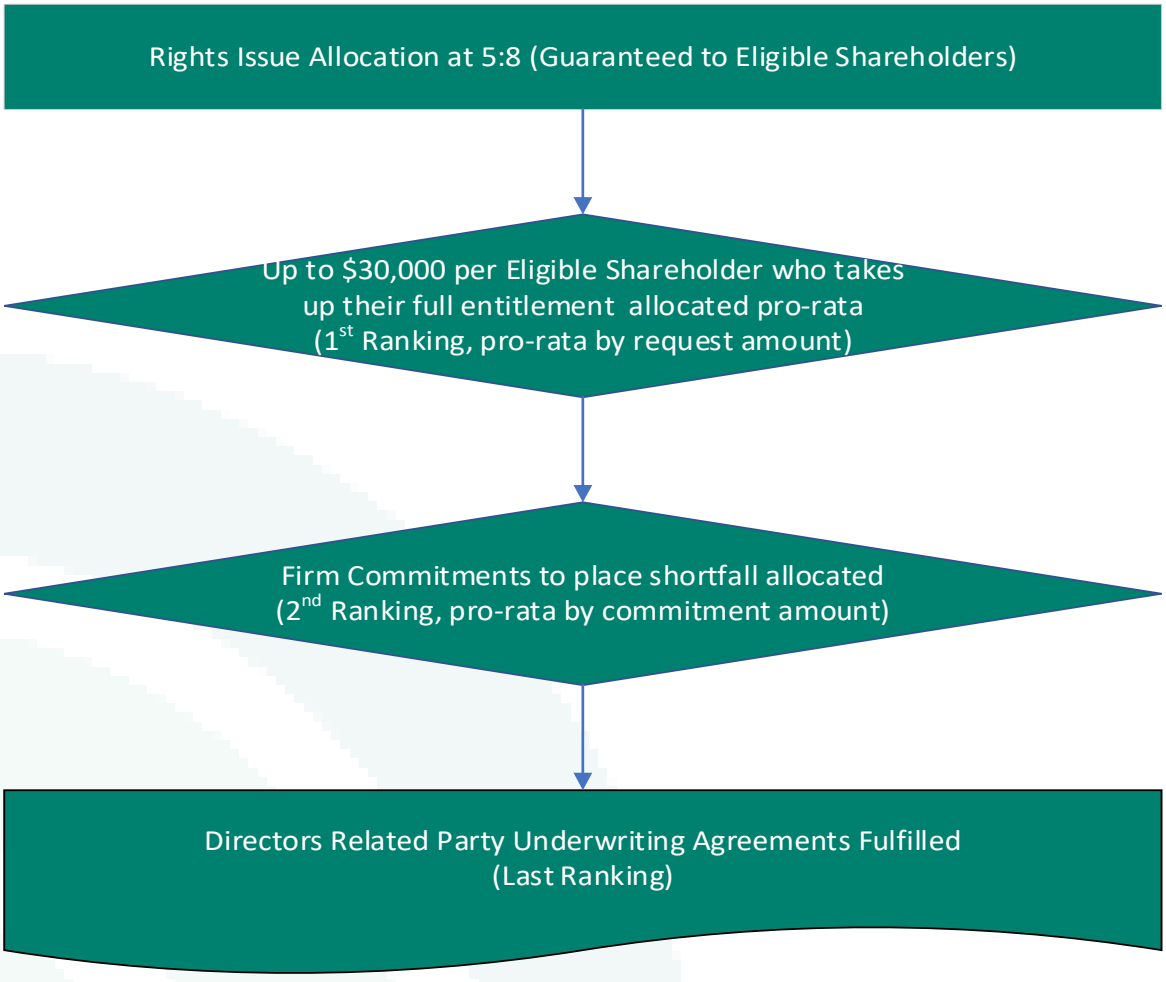
- **Allocation of shortfall stock to shareholders will rank first**: Any entitlement not taken up pursuant to the Rights Issue will form the Shortfall Offer. Eligible Shareholders who take up their full entitlement will be able to apply for up to an additional $30,000 of any shortfall which will be allocated to them first, on a pro-rata basis per the amount of shortfall allocation requested (so long as the issue of shortfall securities to that Eligible Shareholder would not take their voting power to in excess of 19.99%).
- **Firm Commitments to place shortfall stock**: Novus Capital Limited has been appointed as Lead Manager to the Rights Issue and has received firm commitments to subscribe for up to $484,125 of shortfall securities on the same terms as the Rights Issue. The firm commitments will rank second to the allocation of shortfall securities to Eligible Shareholders who apply for additional securities above their entitlement. Any remaining shortfall will be allocated on a pro-rata basis, per the amount of shortfall committed, after all Eligible Shareholders have been allocated 100% of requested shortfall.
- **Underwriting by Directors**: The Directors of CCO or their nominated entities have entered into Underwriting Agreements for up to $50,000 of shortfall securities on the same terms as the Rights Issue ($10,000 each). The related party underwriting by Directors or their nominated entities will rank last. Shortfall securities will only be allocated to the underwriters after all shareholder requests for shortfall and all firm

commitments to place shortfall have been fulfilled. Directors who are Eligible Shareholders may participate in the Rights Issue.

Please refer to the Prospectus released on 28 June 2023 for further details regarding the Rights Issue and the above.

CEO Anthony Noble, has encouraged shareholders to take up the Right Issue on behalf of the Board of Directors, "Through the firm commitments to take up shortfall and the related party underwritng agreements with Directors that are in place, we will be able to allocate the full amount envisaged in the Rights Issue. A steep discount was applied in the previous placement round to sophisticated investors and these same terms are now reflected in this Rights Issue to shareholders. The Board encourages existing shareholders to take up their full allocation under the rights issue and to take advantage of the ability to subscribe to up to $30,000 of any shortfall that may be available."

Shortfall Allocation Schematic



Key Terms of Rights Issue, Firm Commitments and Underwriting Agreements.

Rights Issue ratio for existing shareholders	**3 new shares priced at $0.003 for every 8 shares held on the Record Date**
Shortfall allocation available to shareholders	up to $30,000 per Eligible Shareholder who takes up their full entitlement
Attaching Options for all shares allocated	1 free Option for every 3 Shares applied for and issued (exercisable at $0.006 on or before 30 June 2026)
Fees paid for Firm Commitments	3% paid as shares priced at 0.3c AND 30 Options per $1 committed subject to shareholder approval
Fees paid for Underwriting by Directors	3% paid as stock priced at 0.3c AND 30 Options per $1 underwritten subject to shareholder approval
Brokerage on shortfall placement	6% and 5 Options per $1of shortfall allocated and actually placed

This release has been approved by the Board of Directors

ends

For further information

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About The Calmer Co.

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

Forward Looking Statements

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