Update Summary

Entity name

THE CALMER CO INTERNATIONAL LIMITED

Announcement Type

Update to previous announcement

Date of this announcement

29/6/2023

Reason for update to a previous announcement

Updating the price of the free attaching options

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

THE CALMER CO INTERNATIONAL LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

169441874

1.3 ASX issuer code

CCO

1.4 The announcement is

☑ Update/amendment to previous announcement

1.4a Reason for update to a previous announcement

Updating the price of the free attaching options

1.4b Date of previous announcement to this update

28/6/2023

1.5 Date of this announcement

29/6/2023

1.6 The Proposed issue is:

☑ A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

☑ + Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?
☑ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

CCO : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?
☑ No

Details of +securities proposed to be issued

ASX +security code and description

CCO : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued	For a given quantity of +securities held
3	8

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	178,041,597

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.00300

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
Yes

Describe the limits on over-subscription

Eligible Shareholders can apply for up to an additional $30,000 of Shortfall Securities under the Shortfall Offer.

Will a scale back be applied if the offer is over-subscribed?
Yes

Describe the scale back arrangements

If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company¿s absolute discretion as per the allocation policy. Accordingly, your application for additional Shortfall Securities may be scaled-back.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?
New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

Details of attaching +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

☑ Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☑ Yes

ASX +security code

New class-code to be confirmed

+Security description

Options exercisable at $0.006 per Option on or before 30 June 2026

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)

The quantity of attaching +securities to be issued

1

For a given quantity of the new +securities issued

3

What will be done with fractional entitlements?

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

59,347,199

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☑ Yes

Describe the limits on over-subscription

Eligible Shareholders can apply for up to an additional $30,000 of Shortfall Securities under the Shortfall Offer.

Will a scale back be applied if the offer is over-subscribed?

☑ Yes

Describe the scale back arrangements

If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company¿s absolute discretion as per the allocation policy. Accordingly, your application for additional Shortfall Securities may be scaled-back.

Will all the +securities issued in this class rank equally in all respects from their issue date?

☑ No

If some of the issued +securities do not rank equally

Is the actual date from which the +securities will rank equally (non-ranking end date) known?

☑ No

Provide the estimated non-ranking end period

Options expire on 30 June 2026

Please state the extent to which the +securities do not rank equally:

- **In relation to the next dividend, distribution or interest payment; or**
- **For any other reason**

Upon exercise of Options, the resultant shares will rank equally in all respects.

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.0060

Expiry date

30/6/2026

Details of the type of +security that will be issued if the option is exercised

CCO : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

59,347,199 Securities

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

https://www2.asx.com.au/markets/company/cco

Part 3C - Timetable

3C.1 +Record date

4/7/2023

3C.2 Ex date

3/7/2023

3C.4 Record date

4/7/2023

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

7/7/2023

3C.6 Offer closing date

21/7/2023

3C.7 Last day to extend the offer closing date

18/7/2023

3C.9 Trading in new +securities commences on a deferred settlement basis

24/7/2023

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

26/7/2023

3C.12 Date trading starts on a normal T+2 basis

27/7/2023

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

31/7/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☑ Yes

3E.1a Who is the lead manager/broker?

Novus Capital

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

1. a Firm Commitment fee for parties who have entered into the Firm Commitment Letters with Novus Capital to place the Shortfall, at a rate of 3% and to be paid as Shares at $0.003 per Share which will be subject to shareholder approval.
2. Firm Commitment fee Options (at an exercise price of $0.006 expiring on the date which is 3 years from the date of issue) for parties who have entered into Firm Commitment Letters with Novus Capital to place the Shortfall, at a rate of 30 Options per $1 committed. The Options are subject to Shareholder approval.
3. a brokerage fee of 6% for the Shortfall actually placed by Novus through the Firm Commitment Letters
4. 5 Options per every dollar actually placed by Novus through the Firm Commitment Letters, paid to Novus Capital (at an exercise price of $0.006 expiring 30 June 2026). Options are subject to Shareholder approval.

3E.2 Is the proposed offer to be underwritten?
☑ Yes

3E.2a Who are the underwriter(s)?

The Directors of the Company

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

$50,000

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

3% paid as stock priced at 0.3c AND 30 Options per $1 underwritten

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to section 6.4.2 of the Prospectus

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?
☑ Yes

3E.2e (i) What is the name of that party?

Zane Yoshida, Griffin Emose, James S Tonkin, Tanano Pty Ltd as trustee for the Noble Family Trust (an entity controlled by Anthony Noble), Dack Superannuation Fund (an entity controlled by James Dack)

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Each party in 3E.2e have agreed to underwrite $10,000 worth of the Offer

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

3% paid as stock priced at 0.3c AND 30 Options per $1 underwritten

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?
☑ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Inventory - $200,000, Marketing - $180,000, Working Capital - $119,540, Expenses of the Offer - $34,585

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?
☑ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?
☑ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed

issue

The Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☑ No

3F.6 URL on the entity's website where investors can download information about the proposed issue

https://www2.asx.com.au/markets/company/cco

3F.7 Any other information the entity wishes to provide about the proposed issue

No

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☑ Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☑ The publication of a +disclosure document or +PDS for the +securities proposed to be issued