



14 April 2025

ASX RELEASE

Renounceable Entitlement Offer to raise up to \$2.2 Million

- **2 for 7 Renounceable Rights Issue to raise up to \$2.2 million**
- **Attractively priced at \$0.003 per share**
- **Discount of 50.00% to the last price of \$0.006 and 38.53% to the 30-day VWAP**
- **With every two New Shares, shareholders receive one free attaching New CCOOA Option**
- **New Options will have Exercise Price of \$0.006, expiry 30 June 2026, listed code CCOOA**
- **Shareholders can trade their rights and apply for additional shares and options**

The Calmer Co International Ltd (“CCO” or “the Company”) is pleased to announce that it is undertaking a pro rata renounceable entitlement offer to eligible shareholders to subscribe for 2 new fully paid ordinary shares in the Company (“New Share”) for every 7 existing fully paid ordinary Company shares (“Shares”) held as at 7:00pm AEST on the record date (being 22 April 2025 (“Record Date”) (“Entitlement”) at an issue price of A\$0.003 per New Share (“Offer Price”) to raise up to approximately \$2,200,000 (“Entitlement Offer”) before costs. The Offer includes 1 free attaching New Option for every 2 New Shares acquired under the Entitlement Offer, with an exercise price of \$0.006 and expiring on 30 June 2026.

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

Assuming no options are exercised before the Record Date, up to approximately 729,677,511 New Shares and up to approximately 364,838,756 New Options will be issued under the Entitlement Offer.

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

New Shares will rank equally with the Company's existing Shares and New Options will be quoted subject to ASX's absolute discretion whether or not to grant the New Options official quotation. If not quoted, the New Options will be issued as unlisted.

The Entitlement Offer is lead Managed and partly underwritten by Mahe Capital Pty Ltd, in consideration for which the Company will issue Mahe up to 44,000,000 New Options and other consideration set out in the Prospectus.

Eligible Shareholders

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



Purpose of Entitlement Offer

Successful completion of the Entitlement Offer will raise up to approximately \$2,200,000 (before costs). Funds raised through the Entitlement Offer will be applied to expand inventory in line with growing sales and new market entry, upgrading manufacturing equipment to increase output from the Company's Navua Facility, undertaking ecommerce and awareness generating marketing activities in Australia and the USA, new product launches and for general working capital, including offer costs.

Indicative Timetable

The timetable for the Entitlement Offer is as follows:

| Event | Date* |
|--|---------------|
| Announcement of Entitlement Offer on the ASX Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B on ASX | 15 April 2025 |
| Option holders notified of Entitlement Offer | 15 April 2025 |
| "Ex" Date Rights trading commences | 17 April 2025 |
| Record Date | 22 April 2025 |
| Prospectus with Entitlement and Acceptance Form dispatched to Eligible Shareholders Opening Date | 24 April 2025 |
| Rights trading ends | 2 May 2025 |
| Securities quoted on a deferred settlement basis | 5 May 2025 |
| Last day to extend the Closing Date of Offers | 6 May 2025 |
| Closing Date (5pm AEST) | 9 May 2025 |
| Announcement of results of the Entitlement Offer New Shares and New Options under the Entitlement Offer issued Appendix 2A lodged with ASX applying for quotation of New Shares and New Options Holding statements sent | 16 May 2025 |
| Trading in New Shares and New Options** commences | 19 May 2025 |

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



Capital structure

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

| Securities* | Subscription |
|--|---------------|
| Current capital structure | |
| Existing Shares | 2,553,871,286 |
| Existing Options | 1,257,252,955 |
| Securities under the Offers | |
| Maximum New Shares to be issued pursuant to the Offers | 729,677,511 |
| Maximum New Options to be issued pursuant to the Offers | 364,838,756 |
| Maximum Lead Manager Options to be issued pursuant to the Offers | 44,000,000 |
| Maximum Securities on issue after the Offers | |
| Shares | 3,283,548,797 |
| Options | 1,666,091,711 |

* Subject to rounding

Prospectus

The Entitlement Offer will be made by way of a Prospectus (**Prospectus**). The Prospectus will be available on the Company's website at www.thecalmerco.com and on the ASX website at www.asx.com.au from 14 April 2025 and sets out full details of Entitlement Offer and how to participate.

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

Yours sincerely

Zane Yoshida
Managing Director and Chief Executive Officer

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

Ends

for further information, please contact

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about The Calmer Co.

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

forward looking statements

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