

12th July 2024

Minimum holding share buy-back

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

Calima Energy Limited (ASX:CE1 / OTC: CLMEF) (Calima or the Company) announces that it intends to undertake a minimum holding buy-back for holders of unmarketable parcels of shares in the Company (**Buy-Back**). Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be an "unmarketable parcel" of shares.

The Buy-Back will allow shareholders who hold unmarketable parcels of ordinary shares in the Company (**Eligible Shareholders**) to sell their shares back to the Company in accordance with the Company's constitution, at the Buy-Back price of 0.83373 cents per share (i.e. \$0.0083373), being the simple average of the closing price of the Company's shares for the previous ten trading days in which trades in the Company's shares were recorded (**Authorised Price**). These shares will be cancelled once transferred to the Company in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company has decided to undertake the Buy-Back to assist Eligible Shareholders to sell and realise their shares without incurring brokerage fees and other expenses. The Company will pay for all costs related to the Buy-Back (excluding tax consequences from the sale which remains the Eligible Shareholder's responsibility) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

In accordance with the Corporations Act, the Company does not require shareholder approval for the Buy-Back, however Eligible Shareholders are able to opt-out of the Buy-Back by giving written notice to the Company of their desire to be exempted from the Buy-Back within 6 weeks of the receipt of this notice.

Based on the Buy-Back price per share and the register of members of the Company as at 9th July 2024 (**Record Date**):

- a) an unmarketable parcel of shares is any shareholding of 59,971 shares or less, based on the Authorised Price;
- b) 947 shareholders hold an unmarketable parcel of shares;
- c) 2.699% of the Company's ordinary shares held by shareholders are unmarketable parcels; and
- d) the aggregate value of the Company's ordinary shares held by Eligible Shareholders is \$141,985.

Shareholders who own 59,972 or more on the Record Date will not be eligible to participate in the Buy-Back.

The Company is sending the attached letter to Eligible Shareholders. Eligible Shareholders who wish to retain their shares must complete and return a share retention form to the Company by 5:00pm (WST) on 29th August 2024.

The key dates are:

Action	Date
Record Date for Buy-Back	5:00pm (WST) on 9 th July 2024
Announcement of Record Date for Buy-Back	12 th July 2024
Dispatch of letter and Share Retention Form to Eligible Shareholders	18 th July 2024
Closing date for receipt of Share Retention Forms	29 th August 2024
Announcement of outcome of the Buy-Back	2 nd September 2024
Remittance of proceeds to Eligible Shareholders whose shares are bought back under the Buy-Back	9 th September 2024

The Company may modify these dates or suspend or terminate the Buy-Back. Any modification, suspension or termination will be notified by written notice to ASX.

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

GLENN WHIDDON
Chairman
E: glenn@calimaenergy.com
T: + 61 410 612 920

MARK FREEMAN
Finance Director
E: mfreeman@calimaenergy.com
T: + 61 412 692 146

18th July 2024

OFFER TO BUY-BACK UNMARKETABLE PARCELS OF SHARES (OFFER)

Dear Shareholder,

As announced on 12th July 2024, Calima Energy Limited (ACN 117 227 086) (ASX: CE1) (**Company**) intends to undertake a minimum holding buy-back of ordinary shares of holders of unmarketable parcels of shares in the Company (**Buy-Back**) as at 9th July 2024 (**Record Date**).

The directors of the Company seek to allow shareholders holding shares with a value of \$500 or less (**Eligible Shareholders**) an opportunity to have their shares purchased by the Company. The Company has decided to undertake the Buy-Back in order to assist these shareholders to sell and realise value in their shares without incurring brokerage fees and other expenses and to reduce administrative costs associated with maintaining a large number of very small holdings.

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be an "unmarketable parcel" of shares. Based on the Buy-Back price of 0.83373 cents per share (being the simple average of the closing price of the Company's shares for the previous ten trading days in which trades in the Company's shares were recorded (**Authorised Price**), an unmarketable parcel of shares is any shareholding of 59,971 shares or less. The share registry shows that the number of shares held by you or an entity that is associated with you is an unmarketable parcel, which makes you an Eligible Shareholder.

On the basis of the Buy-Back price and the register of members of the Company as at the Record Date:

- a) 947 shareholders hold an unmarketable parcel of shares;
- b) 2.699% of the Company's ordinary shares held by shareholders are unmarketable parcels; and
- c) the aggregate value of the Company's ordinary shares held by Eligible Shareholders is \$141,985.

Your options in relation to the Offer are as follows:

- a) **Sell your unmarketable parcel** – If you would like the Company to purchase your unmarketable parcel of shares at 0.83373 cents per share, you do not need to do anything. Payment will be remitted to your nominated bank account on 9th September 2024. If your bank account details are not recorded with Computershare, or if you live outside Australia or New Zealand, your proceeds will be remitted to you by cheque. If your direct credit details or address requires updating, you can amend your details online through the Computershare Investor Services Pty Limited website at <https://www.computershare.com/au> - log in to Investor Centre using your User ID and password. If you don't already have an Investor Centre account, you can register by visiting www-au.computershare.com/Investor/Registration. Payment will be made in Australian dollars. If you have provided bank details for a New Zealand dollar denominated account to Computershare, the Australian dollar proceeds will be converted to New Zealand dollars at the prevailing foreign exchange market rate available at the time of conversion. Please note that if your registered address is in New Zealand, payment will be made via direct credit only and payment will be withheld until bank account details have been provided.

b) **Retain your unmarketable parcel** – If you wish to opt out of the Offer and you do not want your shares to be purchased by the Company under the Buy-Back, you must complete and return the attached Share Retention Form to the share registry by 5:00pm (WST) on 29th August 2024.

The Company will not buy-back your shares if you wish to retain your shareholding.

We recommend that you allow reasonable time for the Share Retention Form to be received by share registry. If you hold shares in multiple holdings, some of which are unmarketable parcels, then the Company will purchase those unmarketable parcels unless a separate Share Retention Form is received for each holding.

If your shareholding is purchased, the sale proceeds will be forwarded to you by the Company as soon as practicable. There will be no brokerage fees payable by shareholders whose shares are purchased by the Company under the Offer. Shares purchased by the Company under the Buy-Back will be cancelled in accordance with section 257H of the Corporations Act 2001 (Cth).

The Company makes no recommendation as to whether you should participate in the Offer. You should seek independent professional advice when deciding whether to retain your shares or if you have any questions on how a sale of shares under the Offer may affect you.

While the Company will pay for all costs associated with this sale, any taxation consequences arising from the sale of your unmarketable parcel(s) under the Offer will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of unmarketable parcels under the Offer.

Key Dates:

Action	Date
Record Date for Buy-Back	5:00pm (WST) on 9 th July 2024
Announcement of Record Date for Buy-Back	12 th July 2024
Dispatch of letter and Share Retention Form to Eligible Shareholders	18 th July 2024
Closing date for receipt of Share Retention Forms	29 th August 2024
Announcement of outcome of the Buy-Back	2 nd September 2024
Remittance of proceeds to Eligible Shareholders whose shares are bought back under the Buy-Back	9 th September 2024

The Company may modify these dates or suspend or terminate the Buy-Back. Any modification, suspension or termination will be notified by written notice to the ASX.

If you require further information in respect of the Offer, please contact myself on +61 8 6500 3270.

Yours sincerely,

Mark Freeman
Finance Director & Company Secretary

18th July 2024**INFORMATION SHEET – SMALL HOLDING BUY-BACK FACILITY****1. WHO IS ELIGIBLE TO PARTICIPATE IN THIS BUY-BACK?**

Calima Energy Ltd (ACN 117 227 086) (the Company or Calima) shareholders are eligible to participate in the Buy-Back if they held an 'Unmarketable Parcel' of shares as at 5.00pm (WST) on, 9th July 2024 (Record Date). The price used to establish the unmarketable parcel size is based on the 10 day VWAP prior to the suspension of the shares on the 2nd July 2024, being 0.83373 cents per share. An Unmarketable Parcel is equivalent to a shareholding of 59,971 shares or less.

2. WHY HAS THE BUY-BACK BEEN ESTABLISHED?

The Company has received feedback from smaller shareholders noting that they did not realise the Company's suspension was indefinite and that the recommencing of trading was subject to the Company's compliance with Chapters 1 & 2 of the ASX Listing Rules.

The Company also wishes to undertake the Buy-Back to enable you to sell your Unmarketable Parcel without incurring brokerage or handling costs that could otherwise make a sale of your Unmarketable Parcel uneconomic or difficult. The Company also expects that the Buy-Back will reduce its administrative costs associated with maintaining a large number of very small holdings.

3. WHY HAVE I RECEIVED THIS LETTER?

You have received this letter because our records indicate that you held an Unmarketable Parcel of shares as at the Record Date.

4. WHAT DO I NEED TO DO TO SELL MY SHARES?

If you wish to sell your shares you should take no action. Your shares will be bought back by Calima through the Buy-Back unless you return a Share Retention Form or (if applicable) arrange to have multiple shareholdings merged into one shareholding that is noted on the Calima register as being more than 59,971 shares by 5pm WST on 29th August 2024 (Closing Date).

5. WHAT IF I DO NOT WISH TO SELL MY SHARES?

If you do not wish to sell your shares, you must opt-out of the Buy-Back by completing and returning the enclosed Share Retention Form to the address provided in the Share Retention Form so that it is received by Calima's Share Registry (Computershare) prior to the Closing Date. If Computershare has not received your Share Retention Form by the Closing Date, your shares will be sold through the Buy-Back.

Alternatively, if you hold shares in multiple shareholdings that together constitute a parcel of more than 59,971 shares, you may arrange to have those shareholdings merged into one shareholding that is noted on Calima's share register as being greater than 59,971 shares as at the Closing Date.

6. WHAT PRICE WILL I RECEIVE FOR SHARES SOLD THROUGH THE BUY-BACK?

The Buy-Back will allow Eligible Shareholders to sell their shares back to Calima for 0.83373 cents per share (Buy-Back Price). The total price that you will receive for an Unmarketable Parcel if it is bought back through this Buy-Back will be the number of shares in that Unmarketable Parcel multiplied by the Buy-Back Price.

7. DO I NEED TO PAY ANYTHING IF I PARTICIPATE IN THE BUY-BACK?

Calima will pay all costs and expenses arising in connection with the Buy-Back. Any tax payable, or other tax consequences from the Buy-Back, will be your responsibility.

8. WHEN WILL THE PROCEEDS FROM BE SENT TO ME?

Payment in Australian or New Zealand dollars will be sent to you on 29th September 2024. Non-resident Shareholders who do not have an account with an Australian or New Zealand financial institution will be paid in Australian dollars by cheque.

9. WHAT IF I HOLD MULTIPLE UNMARKETABLE PARCELS OF SHARES?

If you hold multiple Unmarketable Parcels of shares, you must complete and return a Share Retention Form for each separate Unmarketable Parcel that you wish to retain.

Alternatively, you may aggregate your multiple holdings to avoid them being sold. To do this, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If you wish to sell your Unmarketable Parcels, you should take no action.

10. WHAT IF MY HOLDING OF SHARES IN HPP IS A CHESS HOLDING?

If your shares remain in a CHESS Holding, Calima may move those shares to an Issuer Sponsored Holding and the shares will then be sold under the Buy-Back.

11. DOES CALIMA HAVE THE AUTHORITY TO UNDERTAKE THE BUY-BACK?

Calima has the ability to establish the Buy-Back and facilitate the transfer of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

12. IS THE BUY-BACK OF MY SHARES GUARANTEED?

Yes

13. WHERE CAN I OBTAIN FURTHER INFORMATION?

If you have any questions regarding the Buy-Back or your holding, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

14. WHAT IF I AM UNSURE OF WHAT TO DO?

If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold shares.

15. IMPORTANT NOTES

Calima reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Share Retention Form, or to vary, cancel or delay the Buy-Back at any time before your shares are sold, by making an announcement to ASX.

16. WHAT HAPPENS IF THERE IS A TAKEOVER BID FOR THE COMPANY?

In accordance with the Company's Constitution, the Company's authority to buy-back Shares will cease to have effect if a takeover of the Company is announced. The Company reserves the right to withdraw the Buy-Back by written notice to Shareholders.

CE1

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form to the Company's share registry:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

@ **By Email:**
corpactprocessing@computershare.com.au

For all enquiries:

📞 **Phone:**
Calima Energy Limited: +61 8 6500 3270

Minimum Holding Buy-Back – Share Retention Form

🔔 **If you wish to retain your shares, your form must be received by 5:00pm (WST) on Thursday, 29 August 2024**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Calima Energy Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Calima Energy Limited, do not complete or return this form. If you have more than one shareholding on Calima Energy Limited's register and you do not wish to sell your shares under the Minimum Holding Buy-Back, you should consider consolidating them. For further advice on how to do this, contact Calima Energy Limited on +61 8 6500 3270.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

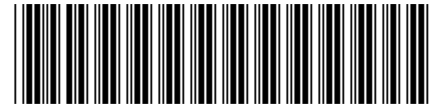
Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔

Calima Energy Limited
Minimum Holding Buy-Back – Share Retention Form



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STEP 1 Shareholding Details

For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 5:00pm (WST) on Tuesday, 9 July 2024:

2000

STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Minimum Holding Buy-Back.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact Name _____ Contact Daytime Telephone _____ Date ____ / ____ / ____

Email Address _____

Please ensure you return your completed form to the address overleaf, or alternatively, email a copy of your completed form to corpactprocessing@computershare.com.au. Please ensure only one form is attached per e-mail and please do not use this e-mail address for any other purpose.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.