



29 October 2025

Company Announcements
Australian Securities Exchange

Clime Capital Limited (ASX: CAM)

Clime Capital Limited (“Company” or “CAM”) refers to correspondence with the ASX in relation to the Notice of Annual General Meeting (NOM) lodged with the ASX on 24 October 2025 and provides the following information.

ASX Listing Rule 15.1 requires, amongst other things, that an entity must give the ASX a draft AGM notice of meeting which contains a resolution seeking approval under the ASX Listing Rules. The Company inadvertently did not provide the ASX with a draft of the wording used for **Resolution 4 – Approval of additional placement capacity under ASX Listing Rule 7.1A** in the 2025 AGM NOM and thus did not comply with the requirements of Listing Rule 15.1.

The 2025 AGM NOM included the following table highlighting the potential dilution to existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 17 October 2025.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.525	\$0.70	\$0.875
			25% decrease	Current Market Price	25% increase
		Funds Raised			
Current shares (variable A)	147,488,031	14,748,803	\$7,743,122	\$10,324,162	\$12,905,203
25% increase (in variable A)	184,360,038	18,436,003	\$9,678,902	\$12,905,202	\$16,131,503
50% increase (in variable A)	221,232,046	22,123,204	\$11,614,682	\$15,486,243	\$19,357,804

The updated table highlighting the potential dilution to existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 17 October 2025 is outlined below.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.35	\$0.70	\$1.05
			50% decrease	Current Market Price	50% increase
		Funds Raised			
Current shares (variable A)	147,685,518	14,768,551	\$5,168,993	\$10,337,986	\$15,506,979
50% increase (in variable A)	221,528,277	22,152,827	\$7,753,489	\$15,506,979	\$23,260,468
100% increase (in variable A)	295,371,036	29,537,103	\$10,337,986	\$20,675,972	\$31,013,958

Clime Capital Limited

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Ongoing Compliance with Listing Rule 15.1

The Company notes that this is an isolated occurrence and in all previous year's draft Notices have been submitted to the ASX. Regardless, the company will strengthen its controls around the submission of future Notice of Meetings to the ASX.

Clime attaches to this letter a supplementary disclosure to shareholders in the form of an addendum to the Notice of Annual General Meeting to provide the information required by Listing Rules 7.3A.4.

For further information contact the Company Secretary on info@clime.com.au or our Share Registry, Boardroom, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

John Abernethy
Chairman
Clime Capital Limited
Email: info@clime.com.au



Addendum to Notice of Annual General Meeting

This document is an addendum to the Notice of General Meeting and Explanatory Statement for the Company's 2025 Annual General Meeting of Shareholders. It should be read in conjunction with the Company's Notice of Annual General Meeting ("AGM") dated 24 October 2025.

There is no change to the date or time of the AGM, which is to be held as follows:

DATE: Friday, 21 November 2025
TIME: 10:00am (Sydney time)
LOCATION: This meeting will be conducted in person to be held at Level 31, Suite 2, 123 Pitt Street, Sydney NSW 2000.

Additional Information for Resolution 4 - Approval of additional placement capacity under ASX Listing Rule 7.1A

Resolution 4 included in the Clime Capital Limited Annual General Meeting Notice of Meeting is:

To consider, and if thought fit, to pass the following resolution as a **special Resolution**:

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Shares of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Background and description of ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables "eligible entities" to seek the approval of shareholders to issue equity securities of up to 10% of its issued share capital over a 12-month period after the AGM (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and will only be issued if Resolution 4 is passed at the AGM.

An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is currently an eligible entity for these purposes and expects to be an eligible entity as at the date of the AGM.

Pursuant to ASX Listing Rule 7.1A, any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice, the Company has Shares and Convertible Notes quoted securities on issue. Accordingly, any equity securities issued under the 10% Placement Facility will be Shares. ASX Listing Rule 7.1A also requires that any Shares issued under the 10% Placement Facility must be issued for a cash consideration per security which is not less than 75% of the volume weighted average market price (VWAP) for Shares, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Shares are not issued within 10 Trading Days of the date in paragraph (a), the date on which the Shares are issued.

Approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the time and date of the entity's next annual general meeting; or
- (c) the time and date of the approval by holders of an eligible entity's ordinary securities of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

Resolution 4 seeks Shareholder approval by way of special Resolution (requiring at least 75% of the votes cast by present and eligible Shareholders voting at the AGM to be cast in favour of Resolution 4 in order for Resolution 4 to be passed) for the Company to have the 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Shares without Shareholder approval.

At 17 October 2025, the Company has 147,685,518 Shares on issue. The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If Resolution 4 is passed, the Company will be able to issue equity securities (Shares) up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A (noting that the Company will only be able to issue Shares under the additional 10% placement capacity under ASX Listing Rule 7.1A) without the requirement to seek any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Facility to issue Shares without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Formula for calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities (in a class of quoted securities of the eligible entity) calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period (i.e. the 12-month period immediately preceding the date of the issue or agreement to issue) (the Relevant Period):

- I. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- II. **plus** the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

- A. the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- III. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
- A. the agreement was entered into before the commencement of the Relevant Period; or
 - B. the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- IV. **plus** the number of any other fully paid ordinary securities issued in the Relevant Period with approval under ASX Listing Rules 7.1 or 7.4;
- V. **plus** the number of partly paid ordinary securities that became fully paid in the Relevant Period;
- VI. **less** the number of fully paid ordinary securities cancelled in the Relevant Period.
- D is 10%;
- E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of the eligible entity's ordinary securities under ASX Listing Rule 7.4.

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility.

(a) A statement of the period for which approval will be valid

If Shareholders approve Resolution 4, the Company's ability to make use of the 10% Placement Facility will commence on the date of this AGM and will expire on the first to occur of the following.

- (i) the date that is 12 months after the date of this AGM; or
- (ii) the time and date of the Company's next AGM; or
- (iii) the time and date of an approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

(b) A statement of the minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A.2

Any Shares issued under the 10% Placement Facility will be issued at a price per Share of not less than 75% of the VWAP for the Company's Shares calculated over the 15 Trading Days on which trades in Shares were recorded immediately before:

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

(c) A statement of the purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A.2 may be used

The Company may use the cash funds raised by an issue of Shares under the 10% Placement Facility towards making (or to secure the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Shares under the 10% Placement Facility.

In the event Resolution 4 is approved, when the Company issues Shares pursuant to the 10% Placement Facility, it will:

- (i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the Company issued the equity securities and the number of equity securities issued to each (which list is not for release to the market), in accordance with Listing Rule 7.1A.4.

(d) A statement of the risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under ASX Listing Rule 7.1A.2

If Resolution 4 is approved by Shareholders and the Company issues Shares under the 10% Placement Facility, existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares under the 10% Placement Facility, to the extent that such Shares are issued, including the risk that:

- (i) the market price for Shares may be significantly lower on the date of the issue of the Shares than on the date that approval is obtained under ASX Listing Rule 7.1A (i.e. the date of this AGM assuming that Shareholder approval of Resolution 4 is obtained at this AGM); and
- (ii) the Shares may be issued at a price that is at a discount to the market price for the relevant Shares of the Company on the issue date.

The table below shows the potential dilution to existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.35	\$0.70	\$1.05
			50% decrease	Current Market Price	50% increase
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Current shares (variable A)	147,685,518	14,768,551	\$5,168,993	\$10,337,986	\$15,506,979
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100% increase (in variable A)	295,371,036	29,537,103	\$10,337,986	\$20,675,972	\$31,013,958

The table above has been prepared based on the following assumptions:

- (i) All Shares have been issued.
- (ii) The Company issues the maximum number of Shares available under the 10% Placement Facility.
- (iii) No convertible securities of the Company are converted into Shares, or options are exercised, and Shares issued following such exercise, before the date of the issue of the Shares.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the Company's issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this AGM. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) The table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- (vii) The current market price of the Company's Shares utilised in the above table is \$0.70 per Share, being the closing price of Shares on the ASX on 17 October 2025.

(e) What is the allocation policy for issues under the 10% Placement Facility

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not a related party or an Associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) Information required under ASX Listing Rule 7.3A.6 if the Company has issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM:

Equity securities issued under ASX Listing Rule 7.1A.2 in the 12 months prior to the Annual General Meeting on 21 November 2025	Nil
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12-month period	Nil



(g) If at the time of despatching the Notice the Company is proposing to make an issue of Shares under ASX Listing Rule 7.1A.2, a voting exclusion statement:

For the purposes of ASX Listing Rule 7.3A.7, a voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote **In Favour** of Resolution 4.

The Chairman will vote all undirected proxies **In Favour** of this Resolution. If you wish to vote "against" Resolution 4 or "abstain" from voting on Resolution 4 you should mark the relevant box in the attached Proxy Form.