



Market Announcements Platform
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

26 June 2018

Calima Energy Limited –Extension of Offer Period Under TSV Montney Ltd Takeover Offer

The Board of **Calima Energy Limited (ASX:CE1)** ("Calima" or the "Company") refers to:

- (a) its bidder's statement dated 15 May 2018 ("Bidder's Statement") in connection with the Company's off-market takeover offer to acquire 100% of the issued voting shares in TSV Montney Ltd ("TSVM") ("Offer");
- (b) notice of fulfilment of a defeating condition on 7 June 2018 (in relation to the Condition in Section 9(a)(iv) (Private Treaty Offer) of Annexure A of the Bidder's Statement); and
- (c) first supplementary bidder's statement dated 12 June 2018 (extension of the offer period under the Offer) ("First Supplementary Bidder's Statement").

The Offer is dated 21 May 2018 (being the same date the Bidder's Statement was dispatched to TSVM shareholders).

The Company advises that it has further extended the offer period for the Offer. The Offer is now scheduled to close at **5pm (WST) on 20 July 2018** or such later date to which the offer period is extended in accordance with the Corporations Act.

Accordingly, the Company has today:

- (a) given notice under s650D(1) of the Corporations Act that it varies the Offer by extending the closing date until 5pm (WST) 20 July 2018;
- (b) given notice under s630(2)(b) of the Corporations Act that the new date for giving notice of the status of the conditions to which the Offer is subject is 10 July 2018; and
- (c) lodged its second supplementary bidder's statement ("Second Supplementary Bidder's Statement") with ASIC under s643 of the Corporations Act varying the Offer as set out in (a) and (b) above.

Further details of the Offer are contained in the Second Supplementary Bidder's Statement which will be dispatched to TSVM shareholders today.

A copy of the Second Supplementary Bidder's Statement and the above notices as lodged with ASIC and served on TSVM are attached.



The Second Supplementary Bidder's Statement supplements, and should be read together with the Bidder's Statement (as supplemented by the First Supplementary Bidder's Statement). For further information about the Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement or the Offer, please contact the Company on +61 (08) 6500 3270.

ENDS

For and on behalf of the Board of Calima Energy Limited

Alan Stein,

Managing Director

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This is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) under section 643 of the *Corporations Act 2001* (Cth) issued by Calima Energy Limited ACN 117 227 086 (**Calima**), in connection with Calima's off-market takeover offer dated 21 May 2018 (**Offer**) to acquire all of your Ordinary Shares in TSV Montney Ltd ACN 607 451 310 (**TSVM**) contained in Calima's bidder's statement dated 15 May 2018 and dispatched to TSVM shareholders on 21 May 2018 (**Bidder's Statement**), as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement supplements, and should be read together with the Bidder's Statement and the First Supplementary Bidder's Statement. This Second Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement and the First Supplementary Bidder's Statement.

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on 26 June 2018. Neither ASIC nor any of its officers take any responsibility for the content of this Second Supplementary Bidder's Statement.

Second Supplementary Bidder's Statement

1. Extension of Offer Period

The Bidder's Statement was lodged with ASIC on 15 May 2018.

The Bidder's Statement noted that the Offer and any contract resulting from acceptance of the Offer is subject to the Conditions.

The First Supplementary Bidder's Statement was lodged with ASIC on 12 June 2018 extending the closing date of the Offer.

The Offer was to remain open for acceptance during the period commencing on the date of the Offer (being 21 May 2018) and ending at 5:00pm (WST) on the later of:

- (a) 6 July 2018; or
- (b) any date to which the Offer Period is extended, in accordance with the Corporations Act.

Calima gives notice in accordance with section 650D(1) of the Corporations Act that it varies the Offer by extending the closing date of the Offer until 5:00pm (WST) on 20 July 2018. All references in the Bidder's Statement and the First Supplementary Bidder's Statement to the closing date of the Offer are varied accordingly. A copy of a notice under section 650D of the Corporations Act is attached as Annexure A.

In accordance with section 630(2) of the Corporations Act, the date for giving a notice on the status of the Conditions as required by section 630(1) of the Corporations Act is extended from 26 June 2018 to 10 July 2018, subject to variation in accordance with section 630(2) of the Corporations Act in the event that the Offer Period is extended again. All references in the Bidder's Statement to the date for the delivery of that notice are varied accordingly.

If you have any questions about the Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement or the Offer, please contact Calima on +61 8 6500 3270, or your professional financial adviser.

2. Approval of Second Supplementary Bidder's Statement

This Second Supplementary Bidder's Statement has been approved by a unanimous resolution passed by all the directors of Calima.

Dated: 26 June 2018.

Signed for and on behalf of
Calima Energy Limited



Neil Hackett
Non-Executive Director
Calima Energy Limited

Annexure A

Calima Energy Limited ACN 117 227 086

Notice under section 650D(1) Corporations Act 2001 (Cth)

Variation of offer – extension of offer period

To: Australian Securities and Investments Commission (ASIC);

TSV Montney Ltd ACN 607 451 310 (TSVM); and

each person to whom an offer was made pursuant to the bidder's statement dated 15 May 2018 issued by Calima Energy Limited ACN 117 227 086 (**Bidder's Statement** and **Calima**) in relation to Calima's off-market takeover offer dated 21 May 2018 (**Offer**) for all of the ordinary shares in TSVM (as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018 (**First Supplementary Bidder's Statement**)).

Extension of offer period

Calima gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) that:

- (a) it varies the Offer by extending the closing date of the Offer until 5:00pm (WST) on 20 July 2018;
- (b) accordingly, the Offer is varied by replacing the date "6 July 2018" with the date "20 July 2018" in each place in the Bidder's Statement (as supplemented by the First Supplementary Bidder's Statement) which it appears including the Acceptance Form;
- (c) in accordance with section 630(2) of the Corporations Act, the date for giving a notice on the status of the Offer conditions as required by section 630(1) of the Corporations Act is extended from 26 June 2018 to 10 July 2018 (subject to further variation in accordance with section 630(2) of the Corporations Act in the event that the Offer Period is extended again); and
- (d) accordingly, the Offer is varied by replacing the date "26 June 2018" with the date "10 July 2018" in each place in the Bidder's Statement which it appears.

Approval of Notice

This notice has been approved by a unanimous resolution passed by all the directors of Calima.

Lodgement with ASIC

A copy of this notice was lodged with ASIC on 26 June 2018. ASIC takes no responsibility for the contents of this notice.

Signed for and on behalf of
Calima Energy Limited



Neil Hackett
Non-Executive Director
Calima Energy Limited
26 June 2018

Calima Energy Limited ACN 117 227 086

Notice under section 650D(1) Corporations Act 2001 (Cth)

Variation of offer – extension of offer period

To: Australian Securities and Investments Commission (ASIC);

TSV Montney Ltd ACN 607 451 310 (TSVM); and

each person to whom an offer was made pursuant to the bidder's statement dated 15 May 2018 issued by Calima Energy Limited ACN 117 227 086 (**Bidder's Statement** and **Calima**) in relation to Calima's off-market takeover offer dated 21 May 2018 (**Offer**) for all of the ordinary shares in TSVM (as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018 (**First Supplementary Bidder's Statement**)).

Extension of offer period

Calima gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) that:

- (a) it varies the Offer by extending the closing date of the Offer until 5:00pm (WST) on 20 July 2018;
- (b) accordingly, the Offer is varied by replacing the date "6 July 2018" with the date "20 July 2018" in each place in the Bidder's Statement (as supplemented by the First Supplementary Bidder's Statement) which it appears including the Acceptance Form;
- (c) in accordance with section 630(2) of the Corporations Act, the date for giving a notice on the status of the Offer conditions as required by section 630(1) of the Corporations Act is extended from 26 June 2018 to 10 July 2018 (subject to further variation in accordance with section 630(2) of the Corporations Act in the event that the Offer Period is extended again); and
- (d) accordingly, the Offer is varied by replacing the date "26 June 2018" with the date "10 July 2018" in each place in the Bidder's Statement which it appears.

Approval of Notice

This notice has been approved by a unanimous resolution passed by all the directors of Calima.

Lodgement with ASIC

A copy of this notice was lodged with ASIC on 26 June 2018. ASIC takes no responsibility for the contents of this notice.

Signed for and on behalf of
Calima Energy Limited



Neil Hackett
Non-Executive Director
Calima Energy Limited
26 June 2018

Calima Energy Limited ACN 117 227 086

Notice under section 630(2)(b) Corporations Act 2001 (Cth)

New date for giving notice of status of conditions

To: Australian Securities and Investments Commission (**ASIC**); and

TSV Montney Ltd ACN 607 451 310 (**TSVM**).

For the purposes of section 630(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Calima Energy Limited ACN 117 227 086 (**Calima**) gives notice that:

- (a) the offer period under the takeover offer by Calima for all of the ordinary shares in TSVM (**Offer**), which Offer, contained in the bidder's statement issued by Calima dated 15 May 2018 (**Bidder's Statement**) (as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018 (**First Supplementary Bidder's Statement**)) has been extended so that the Offer will remain open for acceptance until 5.00pm (WST) on 20 July 2018;
- (b) the new date for giving notice of the status of the conditions to which the Offer is subject (**Conditions**), as required by section 630(3) of the Corporations Act, is 10 July 2018; and
- (c) as at the date of this notice:
 - (i) as set out in a notice to TSVM and ASIC dated 7 June 2018 under section 630(4) of the Corporations Act, the Condition in Section 9(a)(iv) (Private Treaty Offer) of Annexure A of the Bidder's Statement has been fulfilled;
 - (ii) Calima has not freed the Offer from any of the other Conditions;
 - (iii) so far as Calima is aware, none of the other Conditions have been fulfilled or waived except that Calima is not aware of any further approvals or consents which are required under the Condition in Section 9(a)(i) (Regulatory approvals) of Annexure A of the Bidder's Statement; and
 - (iv) so far as Calima is aware, none of the events stipulated in the Conditions in Sections 9(a)(ii) (No regulatory actions and consents); 9(a)(v) (No material adverse change); 9(a)(vi) (Capital expenditures); 9(a)(vii) (No litigation on foot or pending); 9(a)(viii) (Equal access); 9(a)(ix) (No prescribed occurrences); or 9(a)(x) (No distribution) of Annexure A of the Bidder's Statement have occurred.

Signed for and on behalf of
Calima Energy Limited



Neil Hackett
Non-Executive Director
Calima Energy Limited
26 June 2018