



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

**26 June 2018**

## **Calima Energy Limited – Notice of status of defeating conditions of TMK Montney Ltd Takeover Offer**

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

- (a) 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 TMK Montney Ltd ("TMKM") that it does not already own ("Offer"), which was announced to the market on 2 May 2018;
- (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);
- (c) first supplementary bidder's statement dated 12 June 2018 (extension of the offer period under the Offer);
- (d) notice of fulfilment of a defeating condition on 19 June 2018 (in relation to the Condition in Section 9(a)(iii) (Minimum Acceptance) of Annexure A of the Bidder's Statement); and
- (e) notice under section 650F(1) of the Corporations Act on 25 June 2018 that the Offer is free from all other Conditions as defined in the Bidder's Statement.

The Company advises that it has today given notice pursuant to section 630(3) of the Corporations Act stating the status of the defeating conditions of the Offer. A copy of the notice given to ASIC and the target is attached.

**ENDS**



**For and on behalf of the Board of Calima Energy Limited**

**Alan Stein,**

**Managing Director**

For further information visit [www.calimaenergy.com](http://www.calimaenergy.com) or contact:

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# Calima Energy Limited ACN 117 227 086

## Notice under section 630(3) of the Corporations Act 2001 (Cth)

To: TMK Montney Ltd ACN 607 112 710 (TMKM); and  
Australian Securities and Investments Commission (ASIC); and

### Status of Defeating Conditions

In relation to the off-market takeover offer dated 21 May 2018 (**Offer**) by Calima Energy Limited ACN 117 227 086 (**Calima**) to acquire all of the ordinary shares in TMKM that Calima does not already own, made pursuant to Calima's bidder's statement dated 15 May 2018 (**Bidder's Statement**) (as supplemented by Calima's first supplementary bidder's statement dated 12 June 2018), Calima gives notice in accordance with section 630(3) of the Corporations Act 2001 (Cth) that:

1. the Offer made pursuant to the Bidder's Statement is free of all defeating conditions set out in Section 9 of Annexure A of the Bidder's Statement;
2. as at the date of this notice, in relation to each of the defeating conditions set out in Section 9 of Annexure A of the Bidder's Statement:
  - (a) the condition in Section 9(a)(i) (Regulatory approvals) - the Offer has been freed from this condition;
  - (b) the condition in Section 9(a)(ii) (No regulatory action and consents) - the Offer has been freed from this condition;
  - (c) the condition in Section 9(a)(iii) (Minimum Acceptance) – this condition has been fulfilled;
  - (d) the condition in Section 9(a)(iv) (Private Treaty Offer) – this condition has been fulfilled;
  - (e) the condition in Section 9(a)(v) (No material adverse change) - the Offer has been freed from this condition;
  - (f) the condition in Section 9(a)(vi) (Capital expenditures) - the Offer has been freed from this condition;
  - (g) the condition in Section 9(a)(vii) (No litigation on foot or pending) - the Offer has been freed from this condition;
  - (h) the condition in Section 9(a)(viii) (Equal Access) - the Offer has been freed from this condition;
  - (i) the condition in Section 9(a)(ix) (No prescribed occurrences) - the Offer has been freed from this condition; and
  - (j) the condition in Section 9(a)(x) (No distributions) - the Offer has been freed from this condition.
3. as at the date of this notice, so far as Calima is aware, the conditions set out in Section 9(a)(iii) (Minimum Acceptance) and 9(a)(iv) (Private Treaty Offer) of Annexure A of the Bidder's Statement, were fulfilled.

## Voting power

As at the date of this notice, Calima's voting power in TMKM is 97.34% (comprising 69,497,432 shares out of a total 71,399,990 shares currently on issue in TMKM).

Signed for and on behalf of  
**Calima Energy Limited**



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