

24 November 2017

Dear Shareholder,

NON-RENOUNCEABLE ENTITLEMENT OFFER – NOTICE TO INELIGIBLE SHARHOLDERS

On 17 November 2017, Clime Capital Limited ACN 106 282 777 (the **Company**) announced it would undertake a non-renounceable pro rata entitlement offer under which shareholders registered as such at 7 pm on 23 November 2017 (**Record Date**) would have the right to subscribe for 1 unsecured convertible notes (**Notes**) for every 6 fully paid ordinary shares (**Shares**) at an issue price of \$0.96 per New Note (the **Offer**). Approximately 14,987,632 New Notes will be offered to eligible shareholders under the Offer to raise approximately \$14.4 million before costs. The Offer is fully underwritten by Sanlam Private Wealth Pty Ltd (the **Underwriter**).

The details of the Offer are set out in the Prospectus lodged by the Company with the Australian Securities Exchange (**ASX**) on 17 November 2017 (available on ASX's company announcement platform at www.asx.com.au and at www.climecapital.com.au).

Unfortunately, shareholders with registered addresses outside Australia and New Zealand will not be eligible to participate in the Offer. The Company is of the view that it is unreasonable to extend the Entitlement Offer outside Australia and New Zealand, having regard to:

1. the small number of shareholders outside of Australia and New Zealand;
2. the number and value of the Notes which would be offered to those Shareholders outside of Australia and New Zealand; and
3. the cost of complying with the legal and regulatory requirements in the respective overseas jurisdictions.

As your registered address is outside Australia and New Zealand, you are not eligible to participate in the Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1, the Company advises you that the Offer will not be extended to you.

You do not have to take any further action in relation to the Offer.

If you have any questions or require any clarifications in relation to this letter, please consult your stockbroker or professional adviser or contact the Company's Share Registry, Boardroom Pty Limited on +61 2 9290 9600.

Yours faithfully

Biju Vikraman
Company Secretary