

RHINOMED LIMITED
ACN 107 903 159

SHARE PURCHASE PLAN
OFFER DOCUMENT

An Offer to Eligible Shareholders to purchase up to \$15,000 worth of Shares in Rhinomed without paying any brokerage or transaction costs.

This Offer of Shares is made on the terms and conditions of the Share Purchase Plan set out in this Offer Document and the accompanying Application Form. To participate in the SPP you must fill out the Application Form and return it with your payment to the Company's share registry, Automic Registry Services, by no later than 5.00 pm (Melbourne time) on 19 December 2018. You can subscribe and pay electronically in accordance with the instructions set out in the Application Form or make your payment by cheque or BPAY.

IMPORTANT NOTICE

This is an important document and should be read in its entirety. The Share Purchase Plan is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Rhinomed Shares without brokerage or transaction costs. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Before making a decision whether or not to subscribe for Shares in the Share Purchase Plan, you should consult your financial or other professional adviser. This document is not a prospectus or other disclosure document under the Corporations Act.

Chairman's Letter

Dear Shareholder

The Board of Rhinomed is pleased to announce an opportunity for all Eligible Shareholders to participate in a Share Purchase Plan. The SPP will provide eligible shareholders with the opportunity to subscribe for between \$2,500 and \$15,000 worth of fully paid ordinary shares in Rhinomed from the Offer without brokerage, stamp duty or any other transaction cost.

The SPP will be available to all shareholders who were on the Company's share register as at 5.00 pm (Melbourne time) on 1 November 2018 with a registered address in Australia or New Zealand. Participation in the Offer is entirely at your option. You cannot however transfer your right to apply for the New Shares under the Offer to anyone else.

Under the SPP, the Offer Price of New Shares is \$0.21 per New Share, which represents the same per share issue price under the Placement as announced on 2 November 2018. Participants may apply for a parcel of New Shares with the value of either: \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000. Shares issued under the SPP will be fully paid ordinary shares in Rhinomed and will rank equally in all respects with the Company's existing Shares. The Company will apply to ASX for official quotation of New Shares.

The Company intends to raise approximately \$1,000,000 from the SPP.

If applications for New Shares under the SPP Offer exceed \$1 million, the Company may at its absolute discretion, allocate less than the number of New Shares you have applied for (**Scale Back**) and determine to apply the Scale Back to the extent and in the manner that it sees fit.

Funds raised will assist the Company to will be used for working capital purposes and to support the growth of the company's Mute snoring and sleep technology platform.

Important information

Rhinomed will make the Offer to Eligible Shareholders without a disclosure document in accordance with class order relief provided by the Australian Securities and Investments Commission (ASIC Class Order 09/425). The issue of New Shares to Eligible Shareholders (including directors of Rhinomed) does not require the approval of Rhinomed shareholders, in reliance on Exception 15 in ASX Listing Rule 7.2 and Exception 8 in ASX Listing Rule 10.12.

You should note the future market price of the New Shares is uncertain and may rise or fall. This means that the price you pay for New Shares may be either higher or lower than the price trading on the ASX at the time the New Shares are issued to you under the SPP, with the effect that the value of your investment in Shares could rise or fall.

This letter does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. If you are in doubt about the course of action you should follow, you should consult your financial, taxation or other professional adviser before participating in the SPP.

SPP Terms and Conditions

The terms and conditions of the SPP are included in this Offer Document. If you are an Eligible Shareholder and wish to participate, payment must be received by 5.00 pm

(Melbourne time) on 19 December 2018 in accordance with the instructions set out on the Application Form and in section 5.1 of this Offer Document. If you have any questions in relation to the SPP please contact the Company's Share Registry, Automic Registry Services, on +61 2 9698 5414 (Overseas) or 1300 288 664 (Within Australia).

On behalf of the Board of Directors, I invite you to consider participating in the SPP and thank you for your continuing investor support as a Shareholder of Rhinomed.

Yours sincerely,

Ron Dewhurst
Chairman

1. Summary of the SPP

1.1 Answers to key questions

Detailed below are answers to some key questions about the SPP. This Section is only a summary of some of the key information relating to the SPP and is not a substitute for reading the Offer Document in its entirety. It should be read in conjunction with the remainder of the information in this Offer Document.

Question	Response
What is the SPP?	The SPP allows Eligible Shareholders to apply to purchase up to \$15,000 worth of New Shares at \$0.21 per New Share without brokerage, stamp duty or any other transaction cost.
Who is eligible to participate in the SPP?	You are eligible to participate if you fulfil the criteria set out in section 3.1. Shareholders with an address on the Company's share register in either Australia or New Zealand as at 5.00 pm (Melbourne time) on 1 November 2018 are eligible to participate in the SPP.
Do I have to participate in the SPP?	No. Participation in the SPP is entirely voluntary.
Can my Offer under the SPP be transferred to another party?	You cannot transfer your right to purchase shares under the Offer to anyone else.
How much can I invest under the SPP?	Eligible Shareholders may apply for New Shares up to a maximum of \$15,000 worth of New Shares at the Offer Price. You may apply to purchase \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 worth of New Shares at the Offer Price. No fractions of New Shares will be issued, with any fraction being rounded down to the nearest whole number of New Shares.
What is the Offer Price of New Shares?	The Offer Price of New Shares is \$0.21 per New Share.
Will the New Shares be able to traded on ASX?	The Company will apply to ASX for official quotation of New Shares on or around 26 December 2018.
Is the SPP underwritten?	No, the SPP is not underwritten.
How do I apply for New Shares under the SPP?	Please follow the instructions of the Application Form and in section 5 of this Offer Document.
Will I receive notification of my issue of New Shares?	An Issuer Holding Statement or CHESS Notice will be sent on or around 26 December 2018.

All payments and Applications must be received no later than 5.00 pm (Melbourne time) on Wednesday, 19 December 2018.

1.2 Indicative Timetable

The key dates for the SPP are set out below:

Event	Date
Record Date to determine eligibility to participate in the SPP	5.00 pm (Melbourne time) on Thurs 1 Nov 2018
Announcement of SPP to ASX	Fri 2 Nov 2018
Lodgement of SPP Offer Document with ASX	Wed 21 Nov 2018
Dispatch of SPP documentation to Eligible Shareholders	Fri 23 Nov 2018
Opening of the SPP	Mon 26 Nov 2018
Closing Date of the SPP	5.00 pm (Melbourne time) on Wed 19 Dec 2018
Allotment and Issue of Shares under the SPP and lodgement of Appendix 3B with ASX	Wed 26 Dec 2018
Dispatch Date	Wed 26 Dec 2018
Quotation of SPP Shares on ASX	By Wed 26 Dec 2018

The Company reserves the right, in accordance with the ASX Listing Rules and the Corporations Act, to amend the timetable, including changing the Closing Date of the SPP without prior notice to you. No cooling-off rights apply to Applications submitted under the SPP. The commencement of quotation of New Shares is subject to confirmation from ASX.

2. Details of the SPP

2.1 Overview

The SPP Offer is an invitation to all Eligible Shareholders to apply under the SPP to acquire New Shares at the Offer Price, up to a maximum of \$15,000 worth of New Shares.

The SPP opens on Tuesday, 27 November 2018 and closes at 5.00 pm (Melbourne time) on 19 December 2018 and is being made to each Eligible Shareholder under the SPP Terms and Conditions.

Eligible Shareholders may apply for a parcel of New Shares in any one of the following amounts:

Offer	Value	Number of Shares
Offer A	\$15,000	71,428
Offer B	\$12,500	59,523
Offer C	\$10,000	47,619
Offer D	\$7,500	35,714
Offer E	\$5,000	23,809
Offer F	\$2,500	11,904

Participation in the SPP is optional. You are under no obligation to apply for New Shares. The number of existing Shares you hold as at the Record Date and the rights attached to those existing Shares will not be affected if you choose not to accept any of your entitlement under this SPP (although, the percentage of the Company's issued share capital that they represent will be reduced).

2.2 Offer Price of New Shares under the SPP

The Offer Price for New Shares issued through the SPP is \$0.21 per New Share, the same per share issue price under the Placement as announced on 2 November 2018.

The current Share price can be obtained from the ASX website at www.asx.com.au, (ASX:RNO).

The price at which Shares trade on the ASX may vary between the date of this Offer, the date that you apply for New Shares and the date of issue of New Shares to you. Therefore, the Offer Price of New Shares may be more than or less than the Market Price of the Shares at the date the New Shares are issued. The value of your investment in New Shares may therefore rise or fall. There is no certainty that Shares will trade at or above the Offer Price following the issue of New Shares under the SPP.

This Offer Document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP. This Offer Document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of Rhinomed and previous disclosures made by Rhinomed to the ASX (including disclosure regarding the risks of making an investment in Rhinomed).

You should obtain your own independent investment advice in relation to the SPP Offer and consider price movements of shares before participating in this SPP Offer.

3. Eligibility to participate in SPP

3.1 Eligible Shareholders

Eligible Shareholders are those Shareholders who:

- (a) are registered as a holder of Shares on the Record Date;
- (b) have an address on the Company's share register in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- (d) are eligible under all applicable securities laws to receive an Offer under the SPP.

This SPP does not constitute an offer in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. The Company reserves the right to reject any acceptance which it believes comes from a person who is not an Eligible Shareholder.

Participation in the SPP is entirely optional. Offers made under the SPP are not renounceable. This means that Eligible Shareholders cannot transfer their right

to purchase New Shares under the Offer to another person. Existing option holders who are not also Shareholders are not entitled to participate in the SPP.

Under ASIC Class Order [CO 09/425] Rhinomed must not issue New Shares under the SPP unless it is reasonably satisfied that as a result of issuing the New Shares the total application price for the following will not exceed \$15,000 in relation to any person:

- (a) the New Shares issued to the person under the SPP;
- (b) any other Shares issued to the person under an arrangement similar to the SPP in the 12 months before the date of issue under the SPP;
- (c) any other New Shares issued to a Custodian as a result of an instruction given by the person to the Custodian or another Custodian to apply for New Shares on their behalf under the SPP; and
- (d) any other Shares issued to a Custodian in the 12 months before the date of issue under the SPP as a result of an instruction given by the person to the Custodian or another Custodian to apply for New Shares on their behalf under an arrangement similar to the SPP,

except to the extent that the person is issued with New Shares as a Custodian under a Custodian offer.

3.2 Single holders

If you are a sole registered holder of a holding of Shares, but you receive more than one Offer under the SPP (for example due to multiple registered holdings under different capacities), you may only apply for New Shares with an maximum aggregate value of up to \$15,000, unless you are applying as a Custodian. This limitation applies even if you receive more than one Application Form due to multiple holdings, or if you hold Shares in more than one capacity such as if you are a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.

3.3 Joint holders

If you are recorded as one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP, and subject to the conditions of eligibility set out in section 3.1 the joint holders are entitled to participate in the SPP in respect of that single holding only.

3.4 Custodians, trustees and nominees

Eligible Shareholders who hold Shares as a custodian, trustee or nominee (**Custodian**) (defined below) may participate on behalf of each Beneficiary (defined below) on whose behalf the Custodian is holding Shares. An Eligible Shareholder is deemed to be a Custodian under ASIC Class Order (CO 09/425) if:

- (a) it holds an Australian financial services licence that:
 - (i) covers the provision of a custodial or depositary service; or

- (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order (CO 02/294); or
- (b) it is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
 - (ii) ASIC Class Order (CO 05/1270) to the extent that it relates to ASIC Class Order (CO 03/184),

from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) it is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (d) it is the responsible entity of an IDPS-like scheme (as defined by ASIC Class Order (CO 02/296)); or
- (e) it is the registered holder of Shares and is noted on the Company register of members as holding Shares on account of another person.

A '**Beneficiary**' is a client of a Custodian or Downstream Custodian (defined below) on whose behalf the Custodian or Downstream Custodian held Shares on the Record Date.

To the extent that a Custodian holds Shares on behalf of a Beneficiary resident outside Australia and New Zealand, it is the responsibility of the Custodian to ensure that any acceptance complies with all acceptable foreign laws.

Custodians wishing to participate on behalf of one Beneficiary per registered holding should complete the Application Form and return it to the Company's share registry with payment. Custodians wishing to participate on behalf of more than one Beneficiary per registered holding should contact the Company's share registry and request a Custodian Certificate and Schedule.

When requesting a Custodian Certificate and Schedule from the Company or the Company's Share Registry, Custodians must allow time for the dispatch, completion and return of the forms. Requests should be made in writing via email at corporate.actions@automic.com.au. Requests made on or after the fifth business day before the Closing Date may not result in the separate Application Forms being received in sufficient time to allow for lodgement before 5.00pm AEDT on the Closing Date.

Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other share purchase plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the 12-month period prior to an application under this Share Purchase Plan.

If you hold Shares as a custodian, trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

If you are unsure whether you are a Custodian for the purposes of the Offer you should obtain independent legal advice.

3.5 Shareholders outside of Australia and New Zealand

The Company is not making the Offer to any Shareholder who, as at the Record Date, has an address on the Company's share register outside of Australia or New Zealand. The Company has determined that it is not practical for holders of Shares with addresses on the share register in other jurisdictions to participate in the SPP.

No action has been taken to register or qualify the New Shares or the SPP or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand, including the United States. The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Shareholders who hold Shares on behalf of persons who reside outside Australia and New Zealand, are in the United States, or are U.S. Persons (as defined in Regulation S under the United States Securities Act of 1933 as amended) (**U.S. Securities Act**) (**U.S. Persons**) or who act for the account or benefit of a U.S. Person are not entitled to participate in the SPP.

You must not distribute any documents relating to the SPP to any person in the United States or to any U.S. Person. Consistent with the representations, warranties and acknowledgements contained in section 5.2 and the Application Form included with these SPP Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or who is, or is acting for the account or benefit of, a U.S. Person.

3.6 Director/Employee participation

Directors and employees of Rhinomed who are Eligible Shareholders may participate in the SPP.

3.7 Right to reject application

Rhinomed reserves the right to reject any application at its discretion, including but not limited to where the maximum application limit or any other term of the SPP has not been complied with.

3.8 Share rights

The New Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements, from the issue date.

The Company will apply to ASX for official quotation of New Shares on or before the date of issue of New Shares.

3.9 Costs of participation in the SPP

No brokerage, stamp duty or other transaction costs will apply to the Application for, and issue of, New Shares under the SPP.

4. Purpose and effect of the SPP

4.1 Use of funds raised

Funds raised from the SPP will be used for working capital purposes and to support the growth of the company's Mute snoring and sleep technology platform.

4.2 Amount to be raised

The Company intends to raise approximately \$1,000,000 from the issue of up to approximately 41,666,667 New Shares under the SPP. Rhinomed reserves the right to accept SPP applications that may result in the amount raised from the SPP exceeding \$1,000,000.

4.3 Impact of SPP on Capital Structure

Shares on issue as at 14 November 2018	141,234,763
New Shares to be issued under the SPP	Approximately 4,761,905 **
Number of Shares on issue following allotment of New Shares	Approximately 145,996,668

**Rhinomed reserves the right to accept SPP applications that may result in the amount raised from the SPP exceeding \$1,000,000 and the number of New Shares issued exceeding 4,761,905 Shares

4.4 Scale back

Rhinomed may scale back applications if the number of New Shares applied for under the SPP is greater than the number of New Shares it wishes to allot and issue.

Rhinomed reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the SPP, or no New Shares at all. If, for whatever reason, the Company issues fewer New Shares to you than you applied for, any application monies received in excess of your actual allocation of New Shares will be refunded (without interest) as soon as reasonably practicable.

The Board intends to scale back SPP oversubscriptions on a first-come first-serve basis. Decisions made by the Board in relation any scale back are final.

5. Application for New Shares

5.1 How to apply for New Shares

If you are an Eligible Shareholder and you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised Application Form and send this form together with your cheque or money order made payable to "Rhinomed Limited" to:

Automic Group
GPO Box 5193
Sydney NSW 2001

Alternatively you can make payment by BPay® as shown on the Application Form. If you pay by BPay®, you do not need to return the Application Form.

If you wish to participate you should ensure that your Application Form and payment is received by no later than 5.00 pm (Melbourne time) on 19 December 2018. Please ensure you allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed Application Form and payment.

5.2 Application Representations

By returning a completed Application Form and cheque or money order or by making a payment via BPay® you:

- (a) confirm that you have read and accepted this Offer Document and the Application Form in full;
- (b) authorise the Company to register you as the holder(s) of New Shares issued to you;
- (c) warrant that all details and statements in your Application Form are true and complete and not misleading;
- (d) warrant that you are an Eligible Shareholder as at the Record Date and agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
- (e) irrevocably and unconditionally agree to (and to be bound by) the SPP Terms and Conditions, the terms of the Application Form and the Company's constitution;
- (f) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (g) agree to apply for and be issued with a number of New Shares determined in accordance with these SPP Terms and Conditions;
- (h) certify that you have, or a custodian on your behalf has, not applied for more than \$15,000 of New Shares in aggregate under the SPP even though you may have received more than one Offer under the SPP or received Offers in more than one capacity under the SPP;
- (i) represent and warrant that your acceptance of the Offer under the SPP does not breach any applicable laws;
- (j) represent and warrant to Rhinomed that the total application price for the following does not exceed \$15,000:

- (i) the New Shares the subject of your application;
 - (ii) any other New Shares applied for by you under the SPP;
 - (iii) any other Shares issued to you under a similar arrangement in the 12 months before your application;
 - (iv) any other New Shares you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (v) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before your application as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in the Shares.
- (k) acknowledge and agree that:
- (i) your Application is, to the extent permitted by law, irrevocable and unconditional and cannot be varied;
 - (ii) you, and each person for whose account or benefit you are acting, are not in the United States and not a U.S. Person and not acting for the account or benefit of a U.S. Person;
 - (iii) the New Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable United States securities laws;
 - (iv) you have not, and will not, send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
 - (v) you accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the registers of the Company;
 - (vi) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment that is dishonoured;
 - (vii) no interest will be paid on any application monies held pending the issue of the New Shares or subsequently returned to you for any reason;
 - (viii) you have not been provided with taxation, investment or financial product advice by Rhinomed, its advisers or agents nor have they any obligation to provide this advice in relation to whether or not you participate in the SPP;
 - (ix) Rhinomed is not liable for any exercise of its discretions referred to in these SPP Terms and Conditions;

- (x) Rhinomed (and its officers and agents) may correct minor or easily rectified errors in, or omissions from, your Application Form (if you submitted one) and may complete the Application Form by the insertion of any missing minor detail;
 - (xi) Rhinomed may determine that your Application Form is valid (if you submitted one), in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (xii) Rhinomed may undertake a scale back and you will receive the number of New Shares determined by the Company in its absolute discretion; and
 - (xiii) you authorise the Company (and its officers and agents) to do anything on your behalf necessary for New Shares to be issued to you in accordance with these SPP Terms and Conditions.
- (l) If you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Shares:
- (i) you are a Custodian (as that term is defined in ASIC Class Order (CO 09/425));
 - (ii) either or both of the following apply (as applicable):
 - (A) that on the Record Date you held Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
 - (B) that on the Record Date another Custodian (Downstream Custodian) held beneficial interests in Shares on behalf of one or more other persons (each a Beneficiary), and you hold the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for shares on their behalf under the SPP;
 - (iv) details of the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and in respect of each such Beneficiary:
 - (A) the number of Shares that you hold on behalf of that Beneficiary; and
 - (B) the dollar amount of New Shares that the Beneficiary, or its agent, has instructed you to accept on behalf of the Beneficiary;
- as set out in the Application Form or the Custodian Certificate and Schedule, is true and correct;

- (v) there are no Beneficiaries in respect of whom the total of the application value for (a) the New Shares applied for by you under the SPP on their behalf; and (b) any Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP, exceeds \$15,000; and
- (vi) a copy of this offer document was given to each Beneficiary.

6. Other Information

6.1 ASX Announcements

Details of the financial position and performance of the Company and its current activities and operations are set out in announcements made by Rhinomed to the ASX and are available from the ASX website, www.asx.com.au, (ASX:RNO).

6.2 Disclosing Entity

The Company is a 'disclosing entity' for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. Copies of documents lodged by the Company with ASIC may be obtained from, or inspected at, an ASIC office.

6.3 Termination or Variation of SPP

Rhinomed, at its discretion, reserves the right at any time to:

- (a) amend or vary these SPP Terms and Conditions;
- (b) waive compliance with any provision of these SPP Terms and Conditions;
- (c) withdraw the SPP or suspend or terminate the SPP;
- (d) subject to the ASX Listing Rules, vary the timetable for the SPP (including by accepting late Applications, either generally or in particular cases); and
- (e) not accept an Application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP.

Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company does not notify you of the event. If the SPP is cancelled all application monies will be refunded (without interest) as soon as reasonably practicable.

6.4 Dispute Resolution

Rhinomed may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of Rhinomed will be conclusive and binding on all participants and other persons to whom the determination relates.

Rhinomed reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Rhinomed under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

6.5 Governing Law

The SPP and these terms and conditions shall in all respects be governed by and shall be construed in accordance with the laws of Victoria.

6.6 Constitution

Shareholders will be bound by the constitution of Rhinomed and these SPP Terms and Conditions by accepting the Offer to acquire New Shares under the SPP.

6.7 Privacy

The Application Form requires you to provide personal information.

Rhinomed collects the information provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to issue New Shares to the applicant. If Rhinomed is obliged to do so by law, personal information about you will be passed on to other parties. Information about to whom Rhinomed may disclose your personal information, for what purpose it can use your personal information and how you can access your personal information is set out in Rhinomed's privacy policy available at <http://corporate.rhinomed.com.au/privacy-policy>.

By submitting an Application Form, you agree that Rhinomed may use the information provided on the Application Form for the purpose of administering the SPP and may disclose it for that purpose to the Registry, Rhinomed's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, Rhinomed may not be able to process your Application.

If you have concerns about the completeness or accuracy of the information Rhinomed holds about you or would like to access or amend your personal information held by Rhinomed, please contact the Company Secretary:

By email to: phillip@thecfo.com.au

By telephone on: 03 9824 5254

6.8 Contact

If you have any questions regarding the SPP or how to deal with this Offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the Application Form please contact the Company's Share Registry, Automatic Registry Services, on +61 2 9698 5414 (Overseas) or 1300 288 664 (Within Australia).

For general enquiries please contact the Company Secretary, Phillip Hains on +61 (03) 9824 5254.

7. Glossary of terms

Application means an application to participate in the SPP by a Shareholder who completes an Application Form or applies via BPay®.

Application Form means the personalised SPP application form, which accompanies this Offer Document.

ASIC means the Australian Securities and Investments Commission.

ASX means the means ASX Limited or the securities exchange operated by it (as the case requires).

ASX Listing Rules or Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Automic Registry Services, Registry or Share Registry means Automic Registry Services Pty Ltd.

Board means the Board of Directors of the Company.

Closing Date means the time and date by which Applications must be received, being 5.00 pm (Melbourne time) on 19 December 2018 (unless the SPP is extended).

Company or Rhinomed means Rhinomed Limited ACN 107 903 159.

Corporations Act means *Corporations Act 2001* (Cth).

Custodian has the meaning given in ASIC Class Order 09/425

Director means a director of the Company

Eligible Shareholders means members of the Company eligible to participate in the Offer as determined under section 3.1.

Market Price has the same meaning as that term is defined in the Listing Rules of the Australian Securities Exchange.

New Shares means Shares to be issued pursuant to the SPP.

Offer means a non-renounceable offer of ordinary fully paid shares in the Company to Eligible Shareholders under the Plan.

Offer Document means this Share Purchase Plan Offer Document dated 21 November 2018.

Offer Price means \$0.21 per New Share.

Opening Date means the time and date on which Offers under the SPP are first made and from which Applications may be submitted, being 9.00 am (Melbourne time) on 26 November 2018.

Record Date means 5.00 pm (Melbourne time) on 1 November 2018.

Rhinomed or Company means Rhinomed Limited, ACN 107 903 159.

Shares means fully paid ordinary shares in the Company.

Shareholder means a holder of Shares

SPP or Plan means the Rhinomed Limited Share Purchase Plan.

SPP Terms and Conditions means the terms and conditions of this SPP as set out in this Offer Document.

VWAP means volume weighted average price.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

[EntityRegistrationDetailsLine1Envelope]
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 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumber]

ASX Code: RNO

Record Date: 1 NOVEMBER 2018

Minimum value available to purchase: A\$2,500.00

Maximum value available to purchase: A\$15,000.00

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSES 5.00PM (AEDT) WEDNESDAY 19 DECEMBER 2018 (UNLESS LEGALLY VARIED)

1: SELECT THE VALUE OF SHARES APPLIED FOR (please mark "X" to indicate one choice only)

I/We being registered as the holder of Ordinary Shares in Rhinomed Limited as at the above record date, do hereby apply for the number of New Ordinary Shares in name of Rhinomed Limited as indicated below at the Offer Price of \$0.21 per Share in accordance with the Terms and Conditions of the Rhinomed Limited Share Purchase Plan.

		\$ APPLIED FOR	NO OF SHARES			\$ APPLIED FOR	NO OF SHARES
A	☐	A\$15,000	(71,428)	B	☐	A\$12,500	(59,523)
C	☐	A\$10,000	(47,619)	D	☐	A\$7,500	(35,714)
E	☐	A\$5,000	(23,809)	F	☐	A\$2,500	(11,904)

2: FOR BPAY PAYMENT



Biller Code:
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit, credit card or transaction account. More info: www.bpay.com.au

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

3: FOR CHEQUE PAYMENT – INSERT DETAILS

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to **"Rhinomed Limited – SPP Offer"** and crossed **"Not Negotiable"** and forwarded to Automic to arrive no later than the Closing Date.

<i>Cheque Number</i>	<i>BSB</i>	<i>Account Number</i>

4: PROVIDE YOUR CONTACT DETAILS

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer under the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the Company as at the record date and whose address is in Australia & New Zealand (Eligible Shareholders).

The Offer cannot be transferred and the Directors of the Company reserve the right to reject any application over A\$15,000.00. Shares allotted under the Plan will be issued as soon as practicable after the Closing Date of the Offer.

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Select the Value of Shares Applied For

Select the value of New Shares you wish to apply for by placing an "X" alongside the dollar value of your choice. You can only indicate one choice. Should you indicate more than one choice then it will be at the discretion of the company as to which dollar value you will be deemed to have selected.

2 BPAY®

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight). It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

3 Cheque Details

Enter your cheque details in section 3. Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Rhinomed Limited – SPP Offer" and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

4 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm. We may use this number to contact you regarding your application for New Shares, if necessary.

CERTIFICATION

By making payment of the application monies, I/we hereby:

- Acknowledge that I/we have read and understood the terms of the Share Purchase Plan;
- Agree to be bound by the Terms of the Constitution of the Company and the Share Purchase Plan;
- Agree to accept any lesser number of the new Securities than the number of Securities applied for; and
- Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LODGING YOUR SHARE SALE FACILITY FORM

This form must be received at an address given below by 5.00pm (AEDT) on Wednesday, 19 December 2018

BY MAIL

Rhinomed Limited
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

If you require further information on how to complete this Share Purchase Plan Application Form, please contact Automic on 1300 288 664 between 9:00am and 5:00pm.