

ASX ANNOUNCEMENT

30 October 2019

RECEIPT OF SECTION 249D NOTICE

Respiri Limited (ASX:RSH) (“Respiri” or the “Company”) would like to advise that the Company has received a notice under section 249D of the Australian Corporations Act 2001 (Cth) (**Section 249D Notice**) requesting the directors to convene a meeting of the members of the Company (**Meeting**).

The Section 249D Notice specifies the following as members requesting the Meeting:

1. Carldem Pty Ltd
2. Benjamin Richards & Victoria Richards
3. William Richards & Mary Richards
4. Mary Mitchell Richards
5. Gary Heath
6. Raymond Harvey & Dorit Harvey
7. Peter Karl Braun
8. Peter Karl Braun & Rosamund Braun

(together, **Requisitioning Shareholders**).

The Section 249D Notice states that the Requisitioning Shareholders hold in aggregate at least 5% of the votes that may be cast at a general meeting.

The Section 249D Notice requests that the Meeting considers the following resolutions:

1. Election of Director – Mr. Nicholas Smedley
2. Removal of Director – Mr. Ross Blair-Holt
3. Removal of Director – Mr. Mario Gattino
4. Removal of any new Directors

Under section 249D, the Directors must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. Directors must call the meeting within 21 days after the request is given to the Company and the meeting is to be held not later than 2 months after the notice of request has been received.

The Company will consider the validity of the Section 249D Notice and if valid undertake the necessary steps to convene a general meeting in compliance with these requirements.

Ross Blair-Holt
Chairman

---End---

About Respiri Limited

Respiri's mission is to help improve quality of life for millions of children and adults around the world and dramatically reduce hospital admissions and the economic burden of asthma. The Company offers sensors, mobile apps and analytics to support respiratory health management. Its world first technology detects wheeze, a typical symptom of asthma, COPD and respiratory disease to provide an objective measure of airway limitation. Respiri's innovative platform provides personalised feedback and education based on the user's data and enables the sharing of that data with caregivers and health care providers. Respiri Limited's operations are based in Melbourne, Australia.

Forward Looking Statements

Certain statements made in this announcement are forward-looking statements. These forward looking statements are not historical facts but rather are based on Respiri's current expectations, estimates and projections about the industry in which Respiri operates, and its beliefs and assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward looking statements and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties, particularly those risks or uncertainties inherent in the process of developing technology and in the endeavour of building a business around such products and services. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of Respiri, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward looking statements. Respiri cautions shareholders and prospective shareholders not to place undue reliance on these forward looking statements, which reflect the view of Respiri only as of the date of this release. The forward looking statements made in this announcement relate only to events as of the date on which the statements are made. Respiri will not undertake any obligation to release publicly any revisions or updates to these forward looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

28 October 2019

The Directors
Respiri Limited
C/O Jeffrey Thomas & Partners
Level 10
446 Collins Street
Melbourne VIC 3000

Dear Sirs

Shareholder's request made under section 249D of the Corporations Act

Please find enclosed a written request from the following shareholders ("**Shareholders**") who collectively holding at least 5% of the votes in the Company that may be cast at a general meeting:

- Carldem Pty Ltd;
- Benjamin Richards & Victoria Richards;
- William Richards & Mary Richards;
- Mary Mitchell Richards;
- Gary Heath;
- Raymond Harvey & Dorit Harvey;
- Peter Karl Braun; and
- Peter Karl Braun and Rosemund Braun,

for the directors of Respiri Limited ("**Company**") to call and arrange to hold a general meeting.

We also enclose a consent to act from Mr Smedley.

We confirm that the enclosed request is served on the Company pursuant to s109X(1) of the *Corporations Act 2001* (Cth) ("**Corporations Act**") through the delivery of the request personally to a director of the Company.

Further, we confirm that the directors of the Company must:

- (i) notify ASX that the Company has received the enclosed request; and
- (ii) call the meeting within 21 days after the request is given to the Company.

The Shareholders intend to provide a statement under section 249P of the Corporations Act ("**Statement**"). We would appreciate the Company confirming the date it intends to dispatch the notice of meeting to allow the Statement to be provided in sufficient time to accompany the notice.

Yours faithfully



Nicholas Smedley

Notice under section 203D of the Corporations Act 2001 (Cth)

DATE: 24 October 2019

TO: The Directors
Respiri Limited (Company)
C/O Jeffrey Thomas & Partners
Level 10 446 Collins Street
MELBOURNE VIC 3000

FROM: Caridem Pty Ltd:
Benjamin Richards & Victoria Richards;
William Richards & Mary Richards;
Mary Mitchell Richards;
Gary Heath;
Raymond Harvey & Dorit Harvey;
Peter Karl Braun; and
Peter Karl Braun & Rosamund Braun.

(the 'Requisitioning Shareholders')

We, the Requisitioning Shareholders, being members of the Company holding more than 5% of the votes that may be cast at a general meeting of the Company, hereby give the Company notice under section 203D(2) and section 249N of the Corporations Act 2001 (Cth) (Corporations Act) of our intention to move at the next general meeting of the Company's shareholders (and any adjournment or postponement of that meeting) the following resolutions.

RESOLUTION 1 – Removal of Mr Ross James Mackenzie Blair-Holt as Director

"That Mr Ross James Mackenzie Blair-Holt be removed as a Director of the Company with effect from the end of the meeting."

RESOLUTION 2 – Removal of Mr Mario Francis Gattino as Director

"That Mr Mario Francis Gattino be removed as a Director of the Company with effect from the end of the meeting."

RESOLUTION 3- Removal of any new Directors

"That any person appointed as a Director of the Company on and from 9 October 2019 until the end of this general meeting (other than any person elected as Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting"

RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

The Requisitioning Shareholders do not take this action lightly, but consider that under the stewardship of Mr Ross James Mackenzie Blair-Holt there has been a series of flawed decisions which have led to a significant erosion in shareholder value, and which have materially prejudiced the Company.


This must change and Mr Ross James Mackenzie Blair-Holt must be held accountable.

Finally, the Requisitioning Shareholders remind the Board, Board appointed advisers and shareholders that the resources of the Company must not be used to advance and promote the tenure of existing Directors. In the event of action by the Board which is directed towards buttressing incumbent-Director control of the Company, rather than being for the real benefit of shareholders, the Requisitioning Shareholders intend to seek appropriate relief to protect the interests of shareholders.

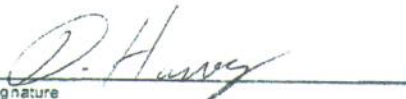
Notice under section 203D of the Corporations Act 2001 (Cth)

Signed by the Requisitioning Shareholders:

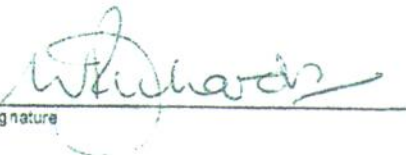
Signed by Raymond Harvey:


Signature

Signed by Dorit Harvey:


Signature

Signed by William Richards:


Signature

Signed by Mary Mitchell Richards in both
her personal capacity and as trustee of the
Richards Family Super Fund:


Signature

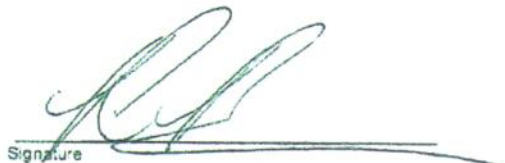
Signed by Gary Heath:


Signature


Signed by Peter Braun:


Signature

Signed by Rosamund:


Signature

Executed by Caridem Pty Ltd under section
127 of the Corporations Act by its duly
authorised officers:


Signature of Director

Signature of Director/Secretary

Notice under section 203D of the Corporations Act 2001 (Cth)

BENJAMIN RICHARDS
Name of Director
(Block Letters)

Name of Director/Secretary
(Block Letters)

Signed by Benjamin Richards:

BC Richards
Signature

Signed by Victoria Richards:

V. Richards
Signature

Signed by Raymond Harvey:

R Harvey
Signature

Signed by Dorit Harvey:

D. Harvey
Signature

REQUEST MADE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

To: The Directors
Respiri Limited (**Company**)
C/O Jeffrey Thomas & Partners
Level 10, 446 Collins Street
Melbourne VIC 3000

I/We declare that I/we are members of the Company and hereby request pursuant to section 249D of the *Corporations Act 2001* (Cth) that, the directors of the Company call and arrange to hold a general meeting of the Company for the purposes of considering, and if though fit, passing the following proposed resolutions:

RESOLUTION 1 – Removal of Mr Ross James Mackenzie Blair-Holt as Director

"That Mr Ross James Mackenzie Blair-Holt be removed as a Director of the Company with effect from the end of the meeting."

RESOLUTION 2 – Removal of Mr Mario Francis Gattino as Director

"That Mr Mario Francis Gattino be removed as a Director of the Company with effect from the end of the meeting."

RESOLUTION 3- Removal of any new Directors

"That any person appointed as a Director of the Company on and from 9 October 2019 until the end of this general meeting (other than any person elected as Director of the Company following their nomination by any shareholder signing an identical copy of the notice under section 203D of the Corporations Act) be removed as a Director of the Company with effect from the end of the meeting"

RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Mary Mitchell Richards
Address of shareholder	Unit 1, 69 The Esplanade, Balmoral Beach NSW 2088
Number of shares entitled to vote	1,981,188

DATED 24th October 2019

Signed by Mary Mitchell Richards:


Signature

REQUEST MADE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

To: The Directors
Respiri Limited (Company)
C/O Jeffrey Thomas & Partners
Level 10, 446 Collins Street
Melbourne VIC 3000

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RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."


Name of shareholder	Benjamin Richards & Victoria Richards
Address of shareholder	17 Arkland Street, Cammeray NSW 2062
Number of shares entitled to vote	356,071

Signed by Benjamin Richards:



Signature

Signed by Victoria Richards:



Signature

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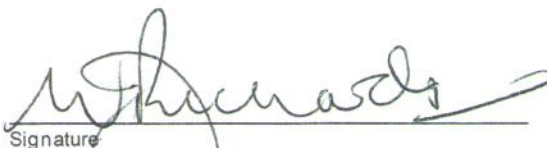
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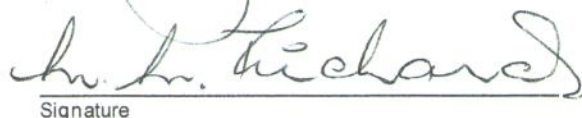
Name of shareholder	William Richards & Mary Richards
Address of shareholder	Unit 1, 69 The Esplanade, Balmoral Beach NSW 2088
Number of shares entitled to vote	10,041,269

DATED 24th October 2019

Signed by William Richards:


Signature

Signed by Mary Richards:


Signature

REQUEST MADE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

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Respiri Limited (Company)
C/O Jeffrey Thomas & Partners
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RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Carldem Pty Ltd
Address of shareholder	Varvaressos & Co, 106 Bronte Road BONDI JUNCTION NSW 2022
Number of shares entitled to vote	4,100,000

DATED 24th October 2019

Executed by Carldem Pty Ltd under section
127 of the Corporations Act by its duly
authorised officers:



Signature of Director

BENJAMIN CARLTON RICHARDS

Name of Director
(Block Letters)

Signature of Director/Secretary

Name of Director/Secretary
(Block Letters)

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Respiri Limited (Company)
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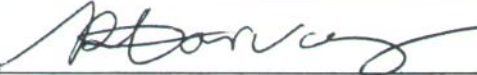
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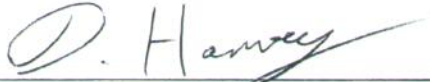
"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Raymond Harvey & Dorit Harvey
Address of shareholder	Mr Raymond Harvey 2/81 Kennedy St BENTLEIGH EAST VIC 3165

Number of shares entitled to	3,415,000
vote	

DATED 25th October 2019

Signed by Raymond Harvey:		
		Signature 

Signed by Dorit Harvey:		
		Signature 

REQUEST MADE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

To: The Directors
Respiri Limited (**Company**)
C/O Jeffrey Thomas & Partners
Level 10, 446 Collins Street
Melbourne VIC 3000

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RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Peter Karl Braun
Address of shareholder	261 MOONS LANE BROOKFIELD 4069 QLD
Number of shares entitled to vote	13,654,325

DATED 24th October 2019

Signed by Peter Karl Braun:


Signature

REQUEST MADE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)

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Respiri Limited (Company)
C/O Jeffrey Thomas & Partners
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Melbourne VIC 3000

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RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Peter Karl Braun & Rosamund Braun
Address of shareholder	261 MOONS LANE BROOKFIELD QLD 40690
Number of shares entitled to vote	500,000

DATED 24th October 2019

Signed by Peter Karl Braun:



Signature

Signed by Rosamund Braun:



Signature

**REQUEST MADE UNDER SECTION 249D OF THE
CORPORATIONS ACT 2001 (CTH)**

To: The Directors
Respiri Limited (**Company**)
C/O Jeffrey Thomas & Partners
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RESOLUTION 4 – Appointment of Mr Nicholas Smedley as Director

"That, Nicholas Smedley, having consented to act, be appointed as a director of the Company with effect from the end of the meeting."

Name of shareholder	Gary Heath
Address of shareholder	
Number of shares entitled to vote	5,619,720

DATED 24th October 2019

Signed by Gary Heath:

Signature

A handwritten signature in black ink, appearing to be 'G. Heath', written over a horizontal line.