Announcement Summary

Entity name

RESPIRI LIMITED

Announcement Type

New announcement

Date of this announcement

Monday June 1, 2020

The Proposed issue is:

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
n/a	Unlisted Options: Class 7.	5,000,000
RSH	ORDINARY FULLY PAID	617,284

Proposed +issue date

Wednesday June 3, 2020

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

RESPIRI LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

Registration Number

ABN

98009234173

1.3 ASX issuer code

RSH

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Monday June 1, 2020

1.6 The Proposed issue is:

☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities? ☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

RSH: ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

617,284

Purpose of the issue

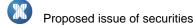
Shares issued under existing brand ambassador agreement as part payment for services to be rendered in 2020. This is the second of two tranches to be issued. First Tranche was issued in 2019. Refer Appendix 3B dated 15 February 2019.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

0.08100



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class? ✓ Yes

Oversubscription & Scale back details

May a scale back be applied to this event? **☑** No

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)? New class

Will the proposed issue of this +security include an offer of attaching +securities?

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from Will the entity be seeking quotation ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1? ☑ No

of the 'new' class of +securities on ASX? ☑ No

ASX +Security Code

+Security Description

New class-code to be confirmed

Unlisted Options: Class 7.

+Security Type

Options

Maximum Number of +securities proposed to be issued

5,000,000

Purpose of the issue

Issue of options to Corporate Advisor as part payment for services rendered under Corporate Advisory Services Agreement

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

0.10000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Oversubscription & Scale back details

May a scale back be applied to this event?

⊗ No

Options details

+Security Currency Exercise Price Expiry date

AUD - Australian Dollar AUD 0.1000 Sunday May 28, 2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

RSH: ORDINARY FULLY PAID

Please provide any further information relating to the principal terms of the +securities

Part 7C - Timetable

7C.1 Proposed +issue date

Wednesday June 3, 2020

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☑ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? ☑ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

617,234 fully paid and listed ordinary shares, and 5,000,000 unlisted options with 3 year expiry and \$0.10 exercise price..

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? ⊗ No

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?
⊗ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

⊗ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow? $\ensuremath{\mathfrak{C}}$ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue? $\[\mathfrak{S} \]$ No

7E.2 Is the proposed issue to be underwritten?

⊗ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds? $\ensuremath{\mathfrak{S}}$ No

7F.2 Any other information the entity wishes to provide about the proposed issue

No cash consideration received. Both issues are in exchange for services rendered.