Announcement Summary

Entity name

RESPIRI LIMITED

Announcement Type

New announcement

Date of this announcement

Sunday June 14, 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	Class 08	65,000,000
n/a	Class 09	30,000,000
n/a	Class 10	12,500,000
n/a	Class 11	12,500,000
n/a	Class 12	12,500,000

Proposed +issue date

Tuesday June 16, 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

ACN

009234173

1.3 ASX issuer code

RSH

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Sunday June 14, 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

Yes

7A.1a Conditions

Approval/Condition Date for determination Is the date estimated or ** Approval actual? received/condition met? Tuesday May 26, 2020 +Security holder approval Actual Yes

Comments

Shareholders approved the issue of 132,500,000 options to directors under listing rule 10.11 as per resolutions 8 and 9 put to the meeting.

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)? New class

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

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 Class 08



Proposed issue of securities

+Security Type

Options

Maximum Number of +securities proposed to be issued

65,000,000

Purpose of the issue

To incentivise and reward directors of the Company.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per

+security?

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 Wednesday June 12, 2024

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

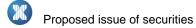
Vesting conditions have now been satisfied.

Expiry date 4 years from date of vesting.

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? ☑ No



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

Class 09

+Security Type

Options

Maximum Number of +securities proposed to be issued

30,000,000

Purpose of the issue

To incentivise and reward directors of the Company.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per

+security?

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** AUD - Australian Dollar AUD 0.2000

Expiry date

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



Proposed issue of securities

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

Vesting conditions must have been satisfied by 1 June 2021. Expiry date 4 years from vesting.

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? ✓ No

Details of +securities proposed to be issued

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

ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1? **♥** No

Have you received confirmation from Will the entity be seeking quotation of the 'new' class of +securities on ASX? ☑ No

ASX +Security Code

+Security Description

New class-code to be confirmed

Class 10

+Security Type

Options

Maximum Number of +securities proposed to be issued

12,500,000

Purpose of the issue

To incentivise and reward directors of the company.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per +security?

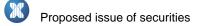
Will all the +securities issued in this class rank equally in all respects from their issue date?

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 0.3000

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

Vesting conditions must have been satisfied by 1 December 2021.

Expiry date 4 years from vesting.

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? ☑ No

Details of +securities proposed to be issued

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

ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1? ☑ No

Have you received confirmation from Will the entity be seeking quotation of the 'new' class of +securities on ASX?

☑ No

ASX +Security Code

+Security Description

New class-code to be confirmed

Class 11

+Security Type

Options

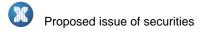
Maximum Number of +securities proposed to be issued

12,500,000

Purpose of the issue

To incentivise and reward directors of the Company.

Offer price details for retail security holders



In what currency is the cash consideration being paid?

What is the issue price per +security?

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 0.4000

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

Vesting conditions must have been satisfied by 1 June 2022.

Expiry date 4 years from vesting.

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)?

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

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

Class 12



Proposed issue of securities

+Security Type

Options

Maximum Number of +securities proposed to be issued

12,500,000

Purpose of the issue

To incentivise and reward directors of the Company.

Offer price details for retail security holders

In what currency is the cash consideration being paid?

What is the issue price per

+security?

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 0.6000

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

Vesting conditions must have been satisfied by 1 December 2022.

Expiry date 4 years from vesting.

Part 7C - Timetable

7C.1 Proposed +issue date

Tuesday June 16, 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?

✓ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

Tuesday May 26, 2020

7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?

✓ Yes

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?
⊗ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

⊗ 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?
⊗ No

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

A total of 132,5000,000 options to be issued as per resolutions 8 and 9 that were carried at the EGM held on 26 May 2020.