

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|  |
|--|
| <b>Name of entity: Respiri Limited</b> |
| <b>ABN 98 009 234 173</b>              |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Nicholas Smedley |
| <b>Date of last notice</b> | 14 / 05 / 2020   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |                             |
|---|-----------------------------|
| <b>Direct or indirect interest</b>  | Direct                      |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Holding in personal name.   |
| <b>Date of change</b>   | 12 / 06 / 2020              |
| <b>No. of securities held prior to change</b>   | 1,166,941                   |
| <b>Class</b>  | Fully paid ordinary shares. |
| <b>Number acquired</b>  | -                           |
| <b>Number disposed</b>  | 1,166,941                   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$134,198,22                |
| <b>No. of securities held after change</b>  | -                           |

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+ See chapter 19 for defined terms.

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| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Confirmation of transfer of holding to SPV 75 Pty Ltd. |
|--|--|

Note this director also has indirect interests (namely 14,059,668 ordinary shares) through:

- More Investment Group Pty Ltd as trustee for the Bear Super Fund (5,151,818 ordinary shares) and
- HSBC Nominees held in Matriarch Rock Pty Ltd as trustee for the P.J. Smedley Super Fund (5,545,455 ordinary shares).
- SPV 75 Pty Ltd (3,362,395)

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |     |
|---|-----|
| <b>Detail of contract</b>   | n/a |
| <b>Nature of interest</b>   | n/a |
| <b>Name of registered holder (if issued securities)</b>   |     |
| <b>Date of change</b>   |     |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |     |
| <b>Interest acquired</b>  |     |
| <b>Interest disposed</b>  |     |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |     |
| <b>Interest after change</b>  |     |

### Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | n/a |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | n/a |

<sup>+</sup> See chapter 19 for defined terms.

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|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Nicholas Smedley |
| <b>Date of last notice</b> | 14 / 05 / 2020   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | <b>More Investment Group Pty Ltd</b> as trustee for the Bear Super Fund |
| <b>Date of change</b>  | 12 / 06 / 2020  |
| <b>No. of securities held prior to change</b>  | 2,195,454   |
| <b>Class</b>   | Fully paid ordinary shares.   |
| <b>Number acquired</b>   | 5,151,818   |
| <b>Number disposed</b>   | 2,195,454   |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | Acquired: \$ 283,350.00<br>Disposed: \$ 252,477.21                      |
| <b>No. of securities held after change</b>   | 5,151,818   |

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| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>Shares acquired:</b> Participation in March 2020 Placement following approval by shareholders at EGM held on 26 May 2020.<br><br><b>Shares disposed:</b> Transferred to SPV 75 Pty Ltd. |
|--|--|

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |     |
|---|-----|
| <b>Detail of contract</b>   | n/a |
| <b>Nature of interest</b>   | n/a |
| <b>Name of registered holder (if issued securities)</b>   |     |
| <b>Date of change</b>   |     |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |     |
| <b>Interest acquired</b>  |     |
| <b>Interest disposed</b>  |     |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   |     |
| <b>Interest after change</b>  |     |

## Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | n/a |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | n/a |

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|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Nicholas Smedley |
| <b>Date of last notice</b> | 14 / 05 / 2020   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Registered holder: HSBC Custody Nominees (Australia) Limited<br>Beneficial Owner: Matriarch Rock Pty Ltd as trustee for the P.J. Smedley Super Fund |
| <b>Date of change</b>   | 12 / 06 / 2020.<br>No change to this particular holding.  |
| <b>No. of securities held prior to change</b>   | 5,545,455   |
| <b>Class</b>  | Fully paid ordinary shares.   |
| <b>Number acquired</b>  | -   |
| <b>Number disposed</b>  | -   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | -   |
| <b>No. of securities held after change</b>  | 5,545,455   |

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|   |                                       |
|---|---------------------------------------|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | No change to this particular holding. |
|---|---------------------------------------|

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

|  |     |
|--|-----|
| <b>Detail of contract</b>  | n/a |
| <b>Nature of interest</b>  | n/a |
| <b>Name of registered holder (if issued securities)</b>  |     |
| <b>Date of change</b>  |     |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |     |
| <b>Interest acquired</b>   |     |
| <b>Interest disposed</b>   |     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |     |
| <b>Interest after change</b>   |     |

### Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | n/a |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | n/a |

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|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Nicholas Smedley |
| <b>Date of last notice</b> | 14 / 05 / 2020   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |                             |
|---|-----------------------------|
| <b>Direct or indirect interest</b>  | Indirect                    |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <b>SPV 75 Pty Ltd</b>       |
| <b>Date of change</b>   | 12 / 06 / 2020              |
| <b>No. of securities held prior to change</b>   | -                           |
| <b>Class</b>  | Fully paid ordinary shares. |
| <b>Number acquired</b>  | 3,362,395                   |
| <b>Number disposed</b>  | -                           |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$ 386,675.43               |
| <b>No. of securities held after change</b>  | 3,362,395                   |

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|   |  |
|---|--|
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Confirmation of transfer of shares from other entities. No change overall as a result of these inter-entity transfers. |
|---|--|

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |     |
|--|-----|
| <b>Detail of contract</b>  | n/a |
| <b>Nature of interest</b>  | n/a |
| <b>Name of registered holder (if issued securities)</b>  |     |
| <b>Date of change</b>  |     |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |     |
| <b>Interest acquired</b>   |     |
| <b>Interest disposed</b>   |     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |     |
| <b>Interest after change</b>   |     |

## Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | n/a |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | n/a |

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