

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Dear Shareholder

### **Rhinomed Limited Accelerated Non-Renounceable Entitlement Offer – Notification to Ineligible Retail Shareholders**

On 7 April 2022, Rhinomed Limited (**Company**) announced a 1 for 9.87 accelerated non-renounceable entitlement offer of new fully paid shares in the Company (**New Shares**) at an offer price of AUD \$0.19 per New Share (**Issue Price**) to raise up to a maximum of approximately AUD \$5 million (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**).

As announced on 8 April 2022, the Company raised approximately AUD \$3.37 million under the Institutional Entitlement Offer.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

#### Details of the Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders (as defined below) on the basis of 1 New Share for every 9.87 existing shares in the Company (**Existing Shares**) held at 7.00pm (AEST) on Monday, 11 April 2022 (**Record Date**), at the Issue Price per New Share.

The Entitlement Offer is being made by the Company in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*), meaning that no prospectus needs to be prepared with respect to the Entitlement Offer.

Documents relating to the Retail Entitlement Offer were lodged with the ASX on 13 April 2022. Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Offer Booklet.

#### Eligibility to participate in the Retail Entitlement Offer

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the *Corporations Act 2001* (Cth), that it would be unreasonable to make offers to shareholders in countries other than Australia or New Zealand in connection with the Retail Entitlement Offer, having regard to:

- (a) the relatively small number of shareholders in the other jurisdictions where the Retail Entitlement Offer would be made;
- (b) the number and value of shares for which such shareholders would otherwise have been entitled; and
- (c) the costs of complying with the legal and regulatory requirements in each other jurisdiction where the Retail Entitlement Offer would be made.

An Eligible Retail Shareholder is a holder of Existing Shares who:

- (a) was a registered holder of Existing Shares as at 7.00pm (AEST) on the Record Date;
- (b) has a registered address in Australia or New Zealand;
- (c) is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds shares in the Company for the account or benefit of such person in the United States);
- (d) is not an Eligible Institutional Shareholder (other than a nominee to the extent that the nominee also holds Existing Shares on behalf of an Eligible Retail Shareholder); and
- (e) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

If you are not an Eligible Retail Shareholder you are an **Ineligible Retail Shareholder**.

According to our records you do not satisfy the criteria for an Eligible Retail Shareholder, and therefore the Company is unable to extend to you the opportunity to participate in the Retail Entitlement Offer. If our records are incorrect on this matter, please contact the Company Offer Information Line on the details below.

Determination of eligibility of investors for the purposes of the Retail Entitlement Offer is determined by the Company with reference to a number of matters.

This decision has been made pursuant to and in accordance with Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside Australia and New Zealand compared with the small number of Ineligible Retail Shareholders and the number and value of New Shares to which they would otherwise be entitled.

You do not need to respond to this letter. If you have questions in relation to any of the matters described above, please contact the Company Offer Information Line on 1300 288 664 or +61 2 9698 5414 at any time between 8.30am and 5.00pm (AEST), Monday to Friday during the Retail Offer Period (13 April 2022 to 29 April 2022).

On behalf of the Board of the Company, we thank you for your continued support.

Yours faithfully

Michael Johnson  
CEO and Managing Director  
Rhinomed Limited

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### **Important Notices**

This letter does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any securities in Rhinomed Limited and is not a prospectus or offering document under Australian law or any other law. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of New Shares in Rhinomed Limited. In particular, this letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares that will be offered and sold in the Entitlement Offer have not been, or will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable U.S. state securities law. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of persons in the United States, in each case, in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the Securities Act.