

17 October 2022

Dear Shareholder

Rhinomed Limited - Annual General Meeting

On behalf of the Board Of Directors of Rhinomed Limited (**Rhinomed**), I am pleased to invite you to Rhinomed's 2022 Annual General Meeting (**AGM**).

The AGM will be held on Friday, 18 November 2022 commencing at 9.00am (AEDT) and shareholders will be able to join us in person at The Como, The Toorak Suite, 630 Chapel Street, South Yarra 3141 or via the webcast on <https://us06web.zoom.us/meeting/register/tZEvcuCqrzkoHtCbCjFg5xk3wnSzsX2GNza2>

The Notice of Meeting setting out the business of the AGM is available on Rhinomed's website at <https://www.rhinomed.global/investor-information/asx-announcements-2022/>.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum).

In addition to attending or viewing the AGM live, shareholders will be able to ask questions and vote during the AGM. A guide on how to use the online AGM facility is available on Automic's website at: <https://www.automicgroup.com.au/virtual-agms/>.

In addition to the formal items of business set out in the Notice of Meeting, I will give an address as Chair and Michael Johnson, Rhinomed's Managing Director and CEO, will provide a business update. You will be able to listen to our addresses and view the presentations via the live webcast. Copies of the addresses and presentations will also be released on the ASX prior to the commencement of the meeting.

You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by either voting online via the Automic website (<https://investor.automic.com.au/#/home>), or completing and returning the enclosed Voting Form, in one of the ways specified in the Notice of Meeting and Voting Form, no later than 5.00pm (AEDT) on Friday, 11 November 2022.

I welcome and encourage you to please submit any questions that you may have using the online question facility ahead of the AGM.

If you have any questions, please do not hesitate to contact Rhinomed's Company Secretary, Sean Slattery, on (03) 8416 0900 or by email to companysecretary@rhinomed.global.

Thank you for your continued support of Rhinomed.

Kind regards,

Ron Dewhurst
Chair

Dear Shareholder,

Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Rhinomed Limited shareholders receive communications. Rhinomed Limited will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Providing your email address to receive shareholder communications electronically

Rhinomed Limited encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports.

To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

Telephone (within Australia): 1300 288 664
Telephone (outside Australia): +61 2 9698 5414
Email: hello@automicgroup.com.au
Website: <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

Sean Slattery | Company Secretary
Rhinomed Limited

A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)



[DOWNLOAD THE QR READER APP ON YOUR SMARTPHONE OR TABLET, TO SIMPLY SCAN THE BARCODE ABOVE]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**
View holding balances, transactions and payment history

RHINOMED LIMITED
ACN: 107 903 159

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting (**AGM**) of Rhinomed Limited ACN 107 903 159 (the Company) will be held as a hybrid meeting at The Como Melbourne, The Toorak Suite, 630 Chapel Street, South Yarra VIC 3141 and virtually on 18 November 2022 at 9.00am AEDT.

While Shareholders can attend and participate in the AGM in person at The Como Melbourne, The Toorak Suite, 630 Chapel Street, South Yarra VIC 3141, the Company encourages all Shareholders to participate in the AGM virtually via live webcast through Zoom at:

- <https://us06web.zoom.us/meeting/register/tZEvcuCqzkoHtCbciFg5xk3wnSzcX2GNza2> and
- vote virtually via the Automic website: <https://investor.automic.com.au/#/home>

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

BUSINESS OF THE MEETING

Financial statements and reports

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2022.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's annual financial statements and reports.

The Company's auditor, Grant Thornton, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

Resolution 1 - Adoption of Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2022 included in the Directors' Report, which is attached to the Company's annual financial report as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report; or
- an associate of the Key Management Personnel.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Re-election of Mr Ronald Dewhurst as a Director

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 15.6 of the Constitution and for all other purposes, Mr Ronald Dewhurst a Director who retires by rotation, and being eligible, is re-elected as a Director of the Company."

Resolution 3 - Re-election of Ms Lyn Swinburne as a Director

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of 15.5 of the Constitution and for all other purposes, Ms Lyn Swinburne, who was appointed as a Director on 8 September 2022, retires, and being eligible, is re-elected as a Director of the Company."

Resolution 4 – Approval of capacity to issue shares under ASX Listing Rule 7.1A

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Resolution 5 - Amendment to Constitution

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this Resolution 5 is passed."

Dated: 17 October 2022

By order of the Board

Sean Slattery
Company Secretary

HYBRID GENERAL MEETING

The Company is mindful of the recommendations and guidelines of the Federal and State Governments with respect to the current COVID-19 circumstances, and has decided to hold its Meeting as a hybrid meeting, in accordance with clause 12.1(d) of the Constitution, at The Como Melbourne, The Toorak Suite, 630 Chapel Street, South Yarra VIC 3141 and on-line via Zoom [https://us06web.zoom.us/j/85259212244?pwd=ZkhlQURKNkdENTNuYzIGY2pmYiswdz09.;](https://us06web.zoom.us/j/85259212244?pwd=ZkhlQURKNkdENTNuYzIGY2pmYiswdz09.)]. If you choose to participate online, you will be able to view a live webcast of the Meeting, ask the directors of the Company questions online and submit your votes in real time.

Please note that you are strongly encouraged to lodge proxy votes for the Meeting.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register here: <https://us06web.zoom.us/meeting/register/tZEvcuCqrzkoHtCbciFg5xk3wnSrzX2GNza2;>

After registering you will receive a confirmation containing information on how to attend the virtual Meeting.

POLL

All Resolutions shall be conducted by poll, as they are all resolutions relating to the ASX Listing Rules.

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Grant Thornton, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary
Rhinomed Limited
A. Level 1, 132 Gwynne Street, Cremorne VIC 3121
T. (03) 8416 0900
E. companysecretary@rhinomed.global

Written questions must be received by no later than **5.00 pm (AEDT) on 11 November 2022.**

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Virtually voting on day of Meeting

Shareholders who wish to vote on the day of the Meeting will need to log into their Automatic Account on the following Automatic website with their username and password:

<https://www.automicgroup.com.au/#/home>

Shareholders who wish to vote on the day but do not have an Automatic Account must register in advance of the Meeting to avoid delays on the day of the Meeting.

How do I create an Automatic Account?

To create an Automatic Account, go to the Automatic website (<https://www.automicgroup.com.au/#/home>), click on "register" and follow the steps. Shareholders will require their holder number (Security Reference Number (SRN) or Holder Identification Number (HIN)) to create an Automatic Account.

How to vote using your Automatic Account

Shareholders with an Automatic Account are advised to take the following steps to vote virtually on the day of the Meeting:

1. Login to the Automatic website <https://www.automicgroup.com.au/#/home> using username and password;
2. Registration on the day of the Meeting: once the virtual Meeting has opened, click on "Meeting open for registration" and follow the steps; and
3. Live voting on the day of the Meeting: once the live voting has opened, click on "Meeting open for voting" and follow the step.

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy please contact Automatic. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of attorney or other authority **by 9.00 am (AEDT) on 16 November 2022:**
 - online by going to <https://investor.automic.com.au/#/loginsah> or by scanning the QR code, found on the enclosed proxy form with your mobile device;
 - by post to Automatic Group, GPO Box 5193, Sydney NSW 2001; or

- by personal delivery to Automic Group at Level 5, 126 Phillip Street, Sydney NSW 2000 or to the Company at Level 1, 132 Gwynne Street Cremorne VIC 3121.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on 16 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 - 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1 - 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF 2022 ANNUAL GENERAL MEETING

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Financial and Related Reports

Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.

The financial report contains the financial statements of the consolidated entity consisting of Rhinomed Limited and its controlled entities.

A copy of the 2022 Financial Report has been sent to all shareholders and can be viewed online at the Company's website, www.rhinomed.global.

The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor Grant Thornton questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Grant Thornton in relation to the conduct of the audit.

Resolution 1 - Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2022.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act requires a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report and provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2022 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company's 2022 Annual Report which can be viewed online at the Company's website, www.rhinomed.global.

Resolution 2 - Re-Election of Mr Ronald Dewhurst as a Director

In accordance with clause 15.6 of Constitution, Mr Ronald Dewhurst, a Director who retires by rotation at the close of this Annual General Meeting, offers himself for re-election as a Director.

Mr Dewhurst has spent 40 years in the investment banking and asset management industries, covering Australia, Asia, Europe and America.

In 1992, he joined J P Morgan where he ran the Asian and European equities divisions in Hong Kong and London before being appointed Head of Americas for J P Morgan Asset Management.

In 2004, he was CEO of IOOF Holdings Ltd and from 2008 until 2013 he was Senior Executive Vice President and Head of Global Investment Managers for Legg Mason, Inc. based in the United States.

Previously, Mr Dewhurst worked with Melbourne-based broking firm McCaughan Dyson before going on to become CEO of what became McCaughan.

In addition to being the Chairman of the Company, Mr Dewhurst currently holds a board position at Sprott Inc (TSX:SII) which he has held since 9 January 2017.

Director's recommendation

All of the non-associated Directors recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Re-Election of Ms Lyn Swinburne as a Director

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the entity.

In accordance with clause 15.5 of the Constitution, Ms Lyn Swinburne, a Director who was appointed to fill a casual vacancy on 8 September 2022, offers herself for re-election as a Director.

Ms Swinburne is the founder of Breast Cancer Network Australia, the nation's most successful consumer-led health organisation with over 160,000 network members. Over the course of her career she has revolutionised awareness of breast cancer and driven a fundamental change to patient-centred care for breast cancer sufferers. She is internationally recognised as a pioneer and leader in developing best practice models for consumer input into health research, policy, services and commercial outcomes. An experienced Non-Executive Director in the corporate and not-for-profit sectors, Ms Swinburne recently stepped down after nine years as Chair of the Board of the Royal Women's Hospital, Melbourne.

Ms Swinburne's contribution to the Australian health sector has been acknowledged with numerous awards including the Order of Australia 2018, Honorary Doctorate (Social Sciences) Swinburne University 2015, Australian of the Year finalist 2006, Melburnian of the Year 2007, Equity Trustees' Not-for-Profit CEO of the Year Award 2004, The Centenary Federation Medal 2003, Victorian Women's Honour Role 2002. She was also one of the Australian Financial Review/Westpac's Australian 100 Women of Influence in 2016, and was the winner of the Social Enterprise & Not-for-Profit Category of the 100 Women of Influence Award 2016.

Director's recommendation

All of the non-associated Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 - Approval of capacity to issue shares under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the annual general meeting (**10% Placement Capacity**), over and above the 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

ASX Listing Rules require that Shareholders approve the 10% Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the 10% Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an 'eligible entity'. If Resolution 4 is approved, the Company will be allowed to issue equity securities of up to 25% (up to 10% pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1) of the Company's issued share capital. If Resolution 4 is not approved, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity should the need arise.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):
- a) plus the number of fully paid shares issued in the Relevant Period under an exception to Listing Rule 7.2, other than exception 9, 16 or 17;
 - b) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - i. the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - ii. the issue of, or agreement to issue the convertible securities was approved or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
 - c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - i. the agreement was entered into before the commencement of the Relevant Period; or
 - ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
 - d) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.1 or 7.4;
 - e) plus the number of partly paid shares that became fully paid in the Relevant Period;
 - f) less the number of fully paid shares cancelled in the Relevant Period.

(Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity);

D is 10%; and

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

(a) Minimum Price

The issue price for each security issued under the 10% Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or

- if the securities are not issued within 10 ASX trading days of the date above, the date on which the securities are issued.

Securities can only be issued under Listing Rule 7.1A for cash consideration.

(b) Date of Issue

Equity securities under the 10% Placement Capacity may be issued until the earlier of:

- the date that is 12 months after the date of the Meeting at which the approval is obtained;
- the time and date of the Company's next annual general meeting; and
- the time and date of the approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

(c) Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity to raise funds for working capital purposes, to fund the continued development and commercialisation of the Company's product range and/or to fund the acquisition of new biotechnology assets.

(d) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments (subject to such vendors paying cash consideration for Shares issued under the 10% Placement Capacity as required).

(e) Risk of voting dilution

The issue of equity securities under the 10% Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1 below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and

- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

Table 1 also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price

Table 1

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.07 50% decrease in Issue Price	\$0.14 Current Issue Price	\$0.28 50% increase in Issue Price
Variable A - 285,719,694 Shares	10% Voting Dilution	28,571,969 Shares	28,571,969 Shares	28,571,969 Shares
	Funds Raised	\$2,000,038	\$4,000,076	\$8,000,151
50% increase in Variable A - 428,579,541Shar es	10% Voting Dilution	42,857,954 Shares	42,857,954 Shares	42,857,954Shares
	Funds Raised	\$3,000,057	\$6,000,114	\$12,000,227
100% increase in Variable A - 571,439,388 Shares	10% Voting Dilution	57,143,939 Shares	57,143,939 Shares	57,143,939 Shares
	Funds Raised	\$4,000,076	\$8,000,151	\$16,000,303

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue as at 6 October 2022.
- The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the 10% Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the 10% Placement Capacity includes only Shares.
- The Current Issue Price of \$0.14 was the most recent price of Shares as traded on ASX at the time of preparing this Notice, being 6 October 2022. This price may fluctuate between the time of preparing this Notice and the date of the Meeting and the date that any Shares are issued by the Company pursuant to ASX Listing Rule 7.1A.

The Company previously obtained approval for the 10% Placement Capacity at each Annual General Meeting dating back to 2012.

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Issues of Equity Securities under ASX Listing Rule 7.1A in the 12-month period before the date of the Meeting

In the 12 months prior to the Meeting, the Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2.

The information in the below table is provided in accordance with ASX Listing Rule 7.3A.6 (b).

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 4.

Resolution 5 - Amendment of Constitution

General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 seeks approval of Shareholders to modify the Company's existing Constitution.

The proposed modifications to the existing Constitution incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology.

The Directors believe that it is preferable in the circumstances to simply modify the relevant provisions of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at companysecretary@rhinomed.global. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 5 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution 5 is passed.

Summary of material proposed changes

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable.

Set out below is the proposed modification to rule 12.1(d):

Prior to modification:

12.1 *Calling meetings*

- (d) *A general meeting may be held at two or more venues simultaneously using any technology that gives the Members as a whole a reasonable opportunity to participate.*

After modification:

12.1 *Calling meetings*

- (d) *The Company may hold a general meeting:*
- (i) *at one or more physical venues;*
 - (ii) *at one or more physical venues and using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate; or*
 - (ii) *using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.*

Set out below is the proposed modification to rule 12.2(c)(i):

Prior to modification:

12.2 *Notice for meetings*

- (c) *Subject to the requirements of the Corporations Act, a notice calling a general meeting must:*
- (i) *specify the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);*

After modification:

12.2 *Notice for meetings*

- (c) *Subject to the requirements of the Corporations Act, a notice calling a general meeting must:*
- (i) *specify the place, date and time of the meeting (and if the meeting is to be held in two or more places or virtually, the technology that will be used to facilitate this);*

Additional information

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Directors' recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 5.

Glossary

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

10% Placement Capacity has the meaning given on page 7 of the Explanatory Statement.

15% Placement Capacity has the meaning given on page 7 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or Listing Rule means the listing rules of ASX.

Board means the board of directors of the Company.

Company or Rhinomed means Rhinomed Limited (ACN 107 903 159).

Constitution means the Company's constitution.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this Notice of Meeting.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of Key Management Personnel include its Directors and certain senior executives.

Meeting means the 2022 Annual General Meeting of the Shareholders of the Company to be held on 18 November 2022, to which the Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 17 October 2022.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.00am (AEDT) on Wednesday, 16 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

