

Respiri Limited

ACN 009 234 173

SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read together with the prospectus dated 29 June 2023 (**Prospectus**) issued by Respiri Limited ACN 009 234 173 (**Company**) which was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

This Supplementary Prospectus is dated 4 July 2023 and was lodged with ASIC on that date under section 719 of the Corporations Act. ASIC and ASX, and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. All references to “the Prospectus” in this Supplementary Prospectus are references to the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus prevails. Terms and abbreviations defined in the Prospectus have the same meanings in this Supplementary Prospectus.

The Company has issued an electronic version of this Supplementary Prospectus and the Prospectus which may be accessed at <http://www.computersharecas.com.au/rsh2023spp>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2. Purpose

The Company has issued this Supplementary Prospectus for the purpose of updating the disclosure on the Purchase Agreement in relation to the Acquisition of Access Managed Services, LLC.

3. Update to Acquisition

3.1 Update to Closing Date

As announced by the Company on 3 July 2023, the Company has entered into a side agreement with the members of ACCESS to:

- (a) extend the closing date for completion of the Acquisition to 10 August 2023; and
- (b) inject working capital into ACCESS to ensure private payer business development opportunities remain on track.

3.2 Changes to the Prospectus

The Prospectus is amended as below:

- (a) the following paragraph in Section 1 of the Prospectus:

*As announced on 23 May 2023, Company entered into a binding purchase agreement (**Purchase Agreement**) to acquire Access Managed Services LLC (ACCESS) for up to US\$3.0 Million (A\$4.5 Million) (Acquisition). The purchase price for ACCESS is payable over several tranches as detailed in Section 10.2. The first tranche payable is US\$1.25 million at completion of the Acquisition.*

is deleted and replaced with the following:

*As announced on 23 May 2023 (supplemented by the announcement on 3 July 2023), Company entered into a binding purchase agreement (as varied by a side agreement dated on or around 2 July 2023) (**Purchase Agreement**) to acquire Access Managed Services LLC (ACCESS) for up to US\$3.0 Million (A\$4.5 Million) (Acquisition). The purchase price for ACCESS is payable over several tranches as detailed in Section 10.2. The first tranche payable is US\$1.25 million at completion of the Acquisition.*

- (b) Section 10.2(a)(i) of the Prospectus is deleted and replaced with the following:

first tranche: US\$1.25 million upfront payment to be paid by the Company at completion of the proposed Acquisition (subject to a reduction of a sum of US\$100,000, which is payable by the Company as soon as practicable after 1 July 2023); and

- (c) Section 10.2(d) of the Prospectus is deleted and replaced with the following:

The Acquisition is anticipated to complete by 10 August 2023, or as otherwise agreed in writing by the parties.

4. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

5. Authorisation

This Supplementary Prospectus is issued by the Company. In accordance with section 720 of the Corporations Act, each Director has authorised and consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement. The Directors of the Company who authorised the issue of this Supplementary Prospectus accept responsibility for the information contained in this Supplementary Prospectus.

Signed for and behalf of the Company by:



Marjan Mikel

Chief Executive Officer and Managing Director

Dated: 4 July 2023