

RESPIRI



Notice of Annual General Meeting and Explanatory Memorandum

Company:	Respiri Limited ACN 009 234 173
Date of Meeting:	15 th November 2023
Time of Meeting:	11am (Melbourne time) Registration from 10.30am
Type of Meeting:	held as a hybrid annual general meeting at Suite 1, Level 9, 432 St Kilda Road Melbourne VIC 3004 and shareholders have the ability to: <ul style="list-style-type: none">• attend the meeting and watch and listen using the following link:• https://events.zoom.us/j/8fZDIPFogeWtmDwE1~AoZZduKIGp3ELyZYQcKj-w47y2OUm44KfHp2kqzbSnI_MVYD2DHUNwECsA• and vote online at: https://meetnow.global/MZHPNMN

This is an important document. It should be read in its entirety.

If you are in doubt as to the course you should follow, consult your financial or other professional advisor.

RESPIRI LIMITED

ACN 009 234 173

NOTICE OF GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Respiri Limited (**Respiri** or the **Company**) will be held on 15 November 2023 at 11am (AEDT) (**Meeting**).

The Meeting will be held as a hybrid meeting, shareholders can attend the Meeting at Suite 1, Level 9, 432 St Kilda Road Melbourne VIC 3004 or attend the Meeting online at

https://events.zoom.us/j/81006NDQWPifhr1eBc8cYuMWiwu0FiOHgj8fZDIPFogeWtmDwE1~AoZZduKIGp3ELyZYQckj-w47y2OUm44KfHp2kqzbSnI_MVYD2DHUNwECsA

and vote online at <https://meetnow.global/MZHPNMN>.

Unless individual Shareholders have previously opted to receive hard-copy communications, the Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Respiri website at: <https://respiri.co/au/investor-centre/>.

Voting can be undertaken at any time up to 48 hours prior to the Meeting in accordance with the instructions on your Proxy.

form. Voting can be undertaken at any time up to 48 hours prior to the Meeting in accordance with the instructions on your Proxy form.

Further details in respect of the resolutions proposed in this notice of Meeting (**Notice**) are set out in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with, and forms part of, this Notice.

Please read this Notice carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the Proxy Form and Voting Instructions appended to this Notice. Voting prior to the meeting is encouraged.

AGENDA

A. ORDINARY BUSINESS

Receipt and consideration of accounts & reports

To receive and consider the Financial Report of the Company, together with the Directors' Report (including the Remuneration Report) and the Auditors' Report for the year ended 30 June 2023.

Note: There is no requirement for Shareholders to vote on a resolution or adopt these reports.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2023 is adopted."

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 2: Affirmation of Director Election - Brad Snow

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Snow, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 3: Re-election of Director - Nicholas Smedley

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Smedley, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 4: Re-election of Director - Brian Leedman

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Leedman, who retires having previously been appointed as an addition to the Board in accordance with Listing Rule 14.1 and clause 13.1 of the Company's Constitution, and having consented to act and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 5: Affirmation of Director – Marjan Mikel

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Mikel, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 6A: Ratification of a prior issue of shares pursuant to Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 24,787,942 Shares at \$0.034 per Share to the Placement Participants on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 6A are set out in the Explanatory Memorandum accompanying this Notice.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 6B: Approval to issue Placement Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders ratify the issue of up to 12,393,971 Options each exercisable at \$0.065 and expiring on 30 June 2025 to the Placement Participants as described in the Explanatory Memorandum.”

Further details in respect of Resolution 6B are set out in the Explanatory Memorandum accompanying this Notice.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 7A: Approval of issue of shares and free attaching options to Nicholas Smedley pursuant to Placement

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

“That, for the purposes of section 195(4), Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 800,294 Shares at \$0.034 per Share with one (1) free attaching Option for every two (2) shares issued, each exercisable at \$0.065 and expiring on 30 June 2025 to Nicholas Smedley (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 7A are set out in the Explanatory Memorandum accompanying this Notice.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 7B: Approval of issue of shares and free attaching options to Brian Leedman pursuant to Placement

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

“That, for the purposes of section 195(4), Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 882,353 Shares at \$0.034 per Share with one (1) free attaching Option for every two (2) shares issued, each exercisable at \$0.065

and expiring on 30 June 2025 to Brian Leedman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 7B are set out in the Explanatory Memorandum accompanying this Notice.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 8A: Approval of the issue of options to Director - Nicholas Smedley

To consider and, if thought fit, pass the following as an ordinary resolution:

That, subject to and conditional upon Resolution 8B passing, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of a total of 30,000,000 unlisted options in the Company to Mr Nicholas Smedley on the terms and conditions set out in the Explanatory Memorandum.

Further details in respect of Resolution 8A are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 8B: Approval of the issue of options to Director – Marjan Mikel

To consider and, if thought fit, pass the following as an ordinary resolution:

That, subject to and conditional upon Resolution 8A passing, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of a total of 30,000,000 unlisted options in the Company to Mr Marjan Mikel on the terms and conditions set out in the Explanatory Memorandum.

Further details in respect of Resolution 8B are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 9: Approval of Respiri Employee Share Option Plan (ESOP)

To consider and, if thought fit, pass the following as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.2 Exception 13 and for all other purposes, the Respiri Employee Share Option Plan (**ESOP**) be approved on the terms and conditions set out in the Explanatory Memorandum.”*

Further details in respect of Resolution 9 are set out in the Explanatory Memorandum accompanying this Notice.

A Voting Exclusion applies to this Resolution. Please see Part C below for further information.

Resolution 10: Ratification of prior Options under Additional Placement

To consider and, if thought fit, pass the following as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of up to 19,117,647 listed Options, exercisable at \$0.065 and expiring 30 June 2025 to sophisticated and/or professional investors."

Further details in respect of Resolution 10 are set out in the Explanatory Memorandum accompanying this Notice.

Voting Exclusion applies to this Resolution. Please see Part C below for further information.

B. SPECIAL BUSINESS

Resolution 11: Approval of 10% Placement Capacity

To consider and, if thought fit, pass the following as a **special resolution**:

"That for the purposes of Listing Rule 7.1A, the directors are authorised to issue totalling up to 10% of the issued capital of the Company (at the time of issue calculated over the period prescribed under Listing Rule 7.1A.2) at an issue price, or for non-cash consideration, that is at least 75% of the volume weighted price for the Company's shares calculated over the period prescribed under Listing Rule 7.1A.3, and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 11 are set out in the Explanatory Memorandum accompanying this Notice.

C. VOTING EXCLUSION STATEMENTS

Resolution 1 – Remuneration Report

For the purposes of sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a Closely Related Party of such a member.

However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy to vote on the Resolution in that way; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction given to the chair to vote on the Resolution as the chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 6A – Ratification of a prior issue of shares pursuant to Placement

The Company will disregard any votes cast in favour of Resolution 6A by or on behalf of a person who participated in the issue or any associates of those persons.

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

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6B – Approval to issue Placement Options

The Company will disregard any votes cast in favour of Resolution 6B by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

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

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7A and 7B – Issue of securities to related party pursuant to Placement.

The Company will disregard any votes cast in favour of, by or on behalf of Nicholas Smedley (in the case of Resolution 7A), and Brian Leedman (in the case of Resolution 7B), and:

- (a) any other person who will obtain a material benefit as a result of the issue of the securities contemplated by those Resolutions (except a benefit solely by reason of being a holder of ordinary securities in the entity); and
- (b) any associates of those persons.

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

- (c) 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
- (d) 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
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NB: As at the date of this Notice, the Company is not aware of any other person who will obtain a material benefit as a result of the issue of the securities contemplated by Resolutions 7A and 7B, other than Nicholas Smedley and Brian Leedman.

Resolutions 8A and 8B – Approval of the issue of options to Directors - Nicholas Smedley and Marjan Mikel

The Company will, for the purposes of the Listing Rule 14.11, disregard any votes cast on Resolutions 8A and 8B by:

- (a) Mr Smedley (in relation to Resolution 8A) or Mr Mikel (in relation to Resolution 8B), who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of Mr Smedley or Mr Mikel.

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

- (c) 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
- (d) 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
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 250BD(1) of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being

those persons described as such in the Remuneration Report) or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (f) it is cast by a person as a proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy to vote on the Resolution in that way; or
- (g) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction given to the chair to vote on the Resolution as the chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chairman) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for this Resolution. By marking the Chairman's box on the Proxy Form, you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

Resolution 9 – Approval of Respiri Employee Share Option Plan

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of, any person who is eligible to participate in the ESOP (or any of their associates).

However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way.
- (b) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 250BD(1) of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (d) it is cast by a person as a proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy to vote on the Resolution in that way; or
- (e) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction given to the chair to vote on the Resolution as the chair decides even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chairman) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your

proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for this Resolution. By marking the Chairman's box on the Proxy Form, you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

Resolution 10 – Ratification of prior issue of free attaching Options under Private Placement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a person who participated in the issue of any associates of those persons.

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

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11 – Approval of 10% Placement Capacity

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person (or any associates of such a person) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder in the Company if Resolution 11 is passed).

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

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 a resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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BY THE ORDER OF THE BOARD

Mr Nicholas Smedley

Chairman

Dated: 10 October 2023

*The accompanying Explanatory Memorandum, Proxy Form
and Voting Instructions form part of this Notice of Meeting.*

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A Shareholder who is entitled to attend and vote at this Meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

The proxy may, but need not, be a Shareholder of the Company.

Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged per the instructions on the appended proxy form.

The proxy form must be signed by the Shareholder (or in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this Meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

A proxy form is attached to the Notice of Meeting.

How the Chairman will vote undirected proxies

The Chairman of the Meeting intends to vote all available and undirected proxies FOR all Resolutions.

Proxies that are undirected on the Resolutions

If you appoint the Chairman of the Meeting as your proxy (or if he may be appointed by default), but you do not direct the Chairman how to vote in respect of the Resolution, your election to appoint the Chairman as your proxy will be deemed to constitute an express

authorisation by you directing the Chairman to vote FOR Resolutions 1 to 11 (inclusive).

This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of the resolution even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company (or if the Company is part of a consolidated entity, for the entity) and accordingly your votes will be counted in calculating the required majority if a poll is called.

Corporate Representatives

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of section 1074D(2)(g)(i) of the Corporations Act and Regulation 7.11.37(3)(b) of the *Corporations Regulations 2001* (Cth), the Board has determined that Shareholders entered on the Company's Register of Members as at 7pm AEDT on 13 November 2023 are entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the Meeting.

On a poll, Shareholders have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

In the case of joint holders of shares, if more than one holder votes at any Meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

Note that you can lodge your vote online at www.investorvote.com.au using the secure access information printed on your proxy form or by using your mobile device to scan the personalised QR code (also shown on your proxy form). Shareholders are encouraged to vote using this method.

For Intermediary Online subscribers (custodians) proxy forms can be lodged online by visiting www.intermediaryonline.com.

NOTICE OF ANNUAL GENERAL MEETING – EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) to be held on 15 November 2023 at 11am (AEDT) (**Meeting**).

The Meeting will be held as a hybrid meeting, shareholders can attend the Meeting at Suite 1, Level 9, 432 St Kilda Road, Melbourne Victoria or attend the Meeting online at <https://events.zoom.us/j/849123456789>

and vote online at <https://meetnow.global/MZHPNMN>.

HOW DO I VOTE IN THE MEETING ONLINE?

Shareholders must use the Computershare Meeting Platform to vote in the Meeting.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MZHPNMN> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the meeting is in progress.

Voting can be undertaken at any time up to 48 hours prior to the Meeting in accordance with the instructions on your Proxy form.

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Meeting. It is an important document and should be read carefully and in full. The Notice incorporates, and should be read together with, this Explanatory Memorandum.

1. Receipt and consideration of accounts & reports

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2023.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2023 is set out in the Directors' report of the Company's 2023 Annual Report and is available on the Company's website. The Remuneration Report sets out the Company's policies and a range of matters relating to the remuneration of Directors and other Key Management Personnel of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of votes are cast against the resolution at two consecutive annual general meetings a 'board spill resolution' needs to be put to shareholders. If such a board spill resolution is passed by shareholders, the Company is required to hold a further meeting of shareholders within 90 days to consider replacing those directors (other than the managing director) in office at the time the remuneration report was approved by the board.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the spill resolution is not relevant for this Annual General Meeting.

The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Any undirected proxies held by Directors or other Key Management Personnel or their Closely Related Parties for the purposes of this Resolution (excluding the Chairman) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for this Resolution. By marking the Chairman's box on the Proxy Form, you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. Resolutions 2, 3, 4 and 5 – Director appointment affirmation and re-election

3.1 General

The Directors have determined to have their re-appointments or re-elections to the Company be inter-connected and conditional upon all of the Directors being re-appointed or re-elected. Resolution 2, Resolution 3, Resolution 4 and Resolution 5, being the resolutions dealing with the re-election of each of the Directors, are collectively referred to as the “**Director Resolutions**”. The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company’s direction. Therefore, in order to facilitate execution of the Company’s strategic objectives as efficiently as possible, the Directors wish to make their elections inter-conditional so as to ensure that they can continue working together and as a team or otherwise not all.

The Constitution allows the Directors to appoint at any time a person to be a director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

3.2 Interdependency

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed.

In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company.

In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

- (a) the Directors will call a meeting within 90 days within the end of this Annual General Meeting (**Spill Meeting**).
- (b) the Company will invite Shareholders to nominate persons for election as directors;
- (c) all four existing Directors, Mr Brad Snow, Mr Nicholas Smedley, Mr Marjan Mikel and Mr Brian Leedman, will be put up for re-election on a conditional basis at the Spill Meeting;
- (d) Mr Nicholas Smedley’s appointment will automatically end with effect and from the close of this Meeting. Mr Brian Leedman, Mr Brad Snow and Mr Marjan Mikel will resign with immediate effect before the end of the Spill Meeting;
- (e) if Mr Brad Snow, Mr Marjan Mikel, Mr Brian Leedman have their Director appointment affirmed by shareholders or Mr Nick Smedley is re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time;
- (f) resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company’s Constitution; and
- (g) during the intervening period between the end of this Meeting and any Spill Meeting, pursuant to clause 15.8 of the Company’s Constitution, the Company’s Directors may act only for the purpose of increasing the number of Directors to the minimum required under

the Company's Constitution to constitute a quorum for a meeting of Directors, or to call and arrange a general meeting of Shareholders.

Board Recommendation

Given the interdependency of the Director Resolutions, and the Board's personal interest in the subject matter, the Board abstains from making a recommendation on these Resolutions.

3.3 Resolution 2 – Affirmation of Brad Snow as Director

Mr Brad Snow seeks Shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr Snow's appointment is not affirmed by the Company, then he will resign from his Office as Director with effect from the close of this Meeting.

Mr Snow was appointed as a director on 20 June 2022.

Mr Snow has over 25 years of extensive commercial, operations and business development experience, gained within the med-tech, biotech and HIT industries primarily focused on the United States.

The Board considers Mr Snow to be an Independent Director.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

3.4 Resolution 3 – Re-election of Nicholas Smedley as a Director

The Constitution of the Company requires that at every annual general meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. The Constitution provides that a retiring Director is eligible for re-election.

Mr Smedley, being eligible, offers himself for re-election at the meeting.. In the event that Mr Smedley's re-election as Director is not approved by the Company, then he will resign from his office as Director with effect with effect from the close of this Meeting.

Nicholas Smedley was last re-elected as Director on 15 November 2022 at the Company's 2022 annual general meeting.

Mr Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9bn defence of WMC Resources through to the investment of \$65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. Mr Smedley holds a Bachelor of Commerce degree from Monash University. Mr Smedley is also a Non-executive Director of AD1 Holdings Limited (ASX: AD1).

The Board considers Mr Smedley a Director and Executive Chairman of the Company.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted

by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

3.5 Resolution 4 – Re-election of Brian Leedman as a Director

The Constitution allows the Directors to appoint at any time a person to be a director to either fill a casual vacancy or as an addition to the existing Directors. Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the end of the next annual general meeting and is eligible for re-election at that next meeting.

Mr Leedman, having been appointed by the other Directors as a Director on 23 May 2023 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, offers himself for re-election at the meeting.

In the event that Mr Leedman's re-election as Director is not approved by the Company, then he will resign from his office as Director with effect with effect from the close of this Meeting.

Skills, experience and other directorships

Mr Leedman is a healthcare company entrepreneur and experienced company director having co-founded six healthcare/biotechnology companies on the ASX including Oncosil Medical, Biolife Sciences (acquired by Imugene Limited in 2014) and ResApp Health (acquired by Pfizer in September 2022). He is the former director of Alcidion Limited and Chairman of Neurotech International, Nutritional Growth Solutions, NeuroScientific Biopharmaceuticals, Ausbiotech (WA) and holds a Bachelor of Economics and a Master of Business Administration from The University of Western Australia.

Independence

Mr Leedman has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

The Board considers Mr Leedman to be an independent Director.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

3.6 Resolution 5 – Affirmation of Marjan Mikel as Director

Mr Mikel seeks Shareholder affirmation of his appointment as Director of the Company by way of ordinary resolution. In the event that Mr Mikel's appointment is not affirmed by the Company, then he will resign from his Office as Director with effect from the close of this Meeting.

Mr Mikel was last re-elected on 15 November 2021 at the Company's 2021 annual general meeting.

Marjan is a highly experienced managing director and board member with a career spanning Australia, Europe and Japan, Marjan's focus has been in the healthcare industry, from pharmaceuticals and information services and technology to medical devices and sleep disorder solutions. He founded and subsequently sold Healthy Sleep Solutions after developing it into Australia's largest provider of home-based sleep diagnostic and treatment services, with Resmed Ltd as a joint venture/shareholder partner. Marjan has held a number of Board and advisory roles in public and private companies in the areas of healthcare, SaaS and medical devices.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

4. Resolutions 6A and 6B: Ratification of a prior issue of Placement Shares and Approval to issue Placement Options

4.1 Background

On 8 August 2023, the Company successfully completed its previously announced \$3 million share purchase plan (**SPP**) (refer to the SPP offer prospectus announced to the ASX on 30 June 2023). In addition to the Company's previously announced SPP, the Company completed a private placement to raise approximately \$842,790 (**Placement**) through the issue of 24,787,942 Shares at \$0.034 per Share (**Placement Shares**) together with one free attaching listed Option, each exercisable at \$0.065 and expiring 30 June 2025 (**Listed Option**), for every 2 Placement Shares subscribed for under the Placement (**Placement Options**) to sophisticated and professional investors (**Placement Participants**).

The Placement Shares were issued in accordance with the Company's available placement capacity, pursuant to Listing Rules 7.1 and 7.1A. The Company now seeks Shareholder ratification of the pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

The Placement Options have not yet been issued. The Company intends to issue the Placement Options after obtaining Shareholder approval.

4.2 Resolution 6A - Technical Information required by Listing Rule 14.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Therefore, if Resolution 6A is passed, the 24,787,942 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 6A is not passed, the 24,787,942 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

4.3 Resolution 6A - Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the prior issue of the Placement Shares:

- (a) 24,787,942 Placement Shares were issued on 17 August 2023.

- (b) the issue price was \$0.034 per Placement Share.
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) the Placement Shares were issued Placement Participants who are sophisticated, professional and other exempt investors under section 708 of the Corporations Act. None of these subscribers are related parties of the Company.
- (e) the funds raised from this issue will be used, in connection with the funds raised from the share purchase plan offer announced to the market 30 June 2023, to primarily fund the strategic acquisition of Access Managed Services LLC (**Access Acquisition**) as announced in the update on 14 August 2023, working capital for US commercialisation acceleration and further completion of the Access acquisition; and
- (f) a voting exclusion statement is included in Part C of the Notice.

4.4 Resolution 6B – Technical Information required by Listing Rule 14.1A

A summary of Listing Rule 7.1 is given in section 4.2.

If Resolution 6B is passed, the Company can proceed to issue the Placement Options within 3 months of the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A.

If Resolution 6B is not passed, the Placement Options will be included in calculating the Company's 15% limited under Listing Rule 7.1 and 10% limited under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Options.

4.5 Resolution 6B – Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Options:

- (a) 12,393,971 Listed Options to be issued as Placement Options.
- (b) Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (c) the Placement Options are free attaching to the Placement Shares, issued on a one for two bases, and therefore, will not raise any funds;
- (d) the Placement Options will be issued to the issued Placement Participants who are sophisticated, professional and other exempt investors under section 708 of the Corporations Act.
- (e) the Placement Options will have an exercise price of \$0.065 each, an expiry date of 30 June 2025 and will otherwise be issued on the same terms and conditions as the Listed Options, as set out in Schedule 1.
- (f) no funds will be raised from the issue of the Placement Options as they are free attaching to the Placement Shares on a one for two bases. If the Placement Options are exercised, the proceeds from the exercise of the Placement Options will be used towards general working capital expenses; and
- (g) a voting exclusion statement is included in Part C of the Notice.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of these Resolutions.

Recommendation

The Board recommend that Shareholders vote in favour of these Resolutions.

5. Resolutions 7A and 7B: Approval to issue Shares to Related Parties

Resolutions 7A and 7B are seeking Shareholder approval to approve the issue of the Placement Shares at \$0.034 per Share with one (1) free attaching Listed Option for every two (2) Shares subscribed for, to each of Mr Nicholas Smedley (or his nominee) and Mr Brian Leedman (or his nominee) (the **Relevant Directors**), who both participated in the Placement.

5.1 General

The Company is seeking Shareholder approval to allow the Relevant Directors to participate in the Placement as follows:

- (a) Resolution 7A seeks Shareholder approval for the issue of 800,294 ordinary Shares at \$0.034 per share with one (1) free attaching Listed Option for every two (2) Shares issued to Mr Nicholas Smedley (or his nominee); and
- (b) Resolution 7B seeks Shareholder approval for the issue of 882,353 ordinary Shares at \$0.034 per share with one (1) free attaching Listed Option for every two (2) Shares issued to Mr Brian Leedman (or his nominee).

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation by the Relevant Directors in the Placement will result in the issue of Shares which constitutes giving a financial benefit and each of Nicholas Smedley and Brian Leedman are a related party of the Company by virtue of being a director.

The Directors (other than Nicholas Smedley in relation to Resolution 7A and Brian Leedman in relation to Resolution 7B, given their material personal interests in these respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation because the Shares will be issued on the same terms as the Placement Shares issued to non-related party participants in the Placement referred to under Resolutions 6A and 6B above and as such the giving of the financial benefit is on arm's length terms.

5.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material

personal interest” are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that two of the three Directors comprising the Board (the Relevant Directors) have a material personal interest in the outcome of Resolutions 7A and 7B. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 7A and 7B at Board level.

For the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 7A and 7B for the purposes of section 195(4) of the Corporations Act.

5.4 Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX’s opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the participation of the Relevant Directors in the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

5.5 Technical information required by Listing Rule 14.1A

As approval for the participation of the Relevant Directors in the Placement is being obtained under Listing Rule 10.11, the issue of Shares to the Relevant Directors (or their nominee) will not be included in the use of the Company’s 15% annual placement capacity pursuant to Listing Rule 7.1 or 7.1A.

If each of resolutions 7A and 7B are approved, the Company will raise \$57,210 from the issue of 1,682,647 Shares to the Relevant Directors the subject of resolution 7A, and in addition to the funds from the SPP and existing funds of the Company, will be used for working capital for US commercialisation acceleration and the further completion of the Access Acquisition.

If each of resolutions 7A and 7B are not approved, the Company will not issue Shares or Options to the Relevant Directors and will utilise existing funds raised from the issue of Shares the subject of Resolution 7A to accelerate the Company’s commercialisation in USA.

5.6 Technical Information required by Listing Rule 10.13 for Resolution 7A.

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Mr Nicholas Smedley:

- (a) the Shares and Options will be issued to Mr Nicholas Smedley (or his nominee).
- (b) Mr Smedley is a related party of the Company by virtue of being a director and falls into the category stipulated by Listing Rule 10.11.1. In the event that the Shares or Listed Options are issued to a nominee of Mr Smedley, the nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) the number of Shares and Listed Options to be issued to Mr Smedley (or his nominees) are as follows:
 - (i) 800,294 Shares; and

-
- (ii) 400,147 Listed Options.
 - (d) the issue price of the Shares will be \$0.034 per Share, being the same as all other Shares issued under the Placement. The Listed Options will be issued as free attaching Options on a one for two basis and therefore will be issued for nil cash consideration.
 - (e) the Shares and Listed Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
 - (f) the Shares and any Shares issued on exercise of the Listed Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
 - (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in section 4.3;
 - (h) the Shares and Options are not being issued under an agreement or to remunerate or incentivise Mr Smedley; and
 - (i) a voting exclusion statement is included in Part C of the Notice.

5.7 Technical Information required by Listing Rule 10.13 for Resolution 7B.

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Mr Brian Leedman:

- (a) the Shares and Options will be issued to Mr Brian Leedman (or his nominee).
- (b) Mr Leedman is a related party of the Company by virtue of being a director and falls into the category stipulated by Listing Rule 10.11.1. In the event that the Shares or Listed Options are issued to a nominee of Mr Leedman, the nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) the number of Shares and Listed Options to be issued to Mr Leedman (or his nominees) are as follows:
 - (i) 882,353 Shares; and
 - (ii) 441,177 Listed Options.
- (d) the issue price of the Shares will be \$0.034 per Share, being the same as all other Shares issued under the Placement. The Listed Options will be issued as free attaching Options on a one for two basis and therefore will be issued for nil cash consideration.
- (e) the Shares and Listed Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) the Shares and any Shares issued on exercise of the Listed Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in section 4.3;
- (h) the Shares and Options are not being issued under an agreement or to remunerate or incentivise Mr Leedman; and

- (i) a voting exclusion statement is included in Part C of the Notice.

The Relevant Directors' total remuneration and shares currently held are as follows:

Director	Director Remuneration currently received	Securities currently held (before approval of issue of Shares and Listed Options)
Nicholas Smedley	\$245,455	15,459,668 Shares 70,000,000 Options
Brian Leedman	\$120,000	620,068 Shares 20,000,000 Options

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of these Resolutions.

Recommendation

The Board (with the exception of from Mr Nicholas Smedley in relation to Resolution 7A and Mr Brian Leedman in relation to Resolution 7B) recommend that Shareholders vote in favour of these Resolutions.

6. Resolution 8A and Resolution 8B – Approval of the issue of unlisted options to Directors (Nicholas Smedley and Marjan Mikel)

6.1 General

Resolutions 8A and 8B are proposed to obtain shareholder approval for the issue of a total of 60,000,000 unlisted Options in the Company to Nicholas Smedley and Marjan Mikel, each being Directors of the Company, and the subsequent issue of fully paid ordinary shares on payment of the exercise price. These Options will be issued in two tranches as follows:

- (a) 15,000,000 Options to each of Nicholas Smedley and Marjan Mikel (being a total of 30,000,000 Options) exercisable at \$0.08 per Option (**Tranche 1 Director Options**); and
- (b) 15,000,000 Director Options to each of Nicholas Smedley and Marjan Mikel (being a total of 30,000,000 Options) exercisable at \$0.12 per Option (**Tranche 2 Director Options**),

(the Tranche 1 Director Options and Tranche 2 Director Options, collectively referred to as the **Director Options**).

The purpose of the Director Options is to both remunerate and incentivise Mr Smedley and Mr Mikel for the benefit of the Company and shareholders. This comes through having an appropriately struck option exercise price and vesting criteria reflective of the Company's future growth.

The key terms of the Director Options are set out in Schedule 2.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not agree to issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its Shareholders,

unless it obtains the approval of its Shareholders.

The issue of Director Options under Resolutions 8A and 8B fall within Listing Rule 10.11.1 (or where a director elects for his nominee to be issued the Options, Listing Rule 10.11.4) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 8A and 8B seek the required Shareholder approval for the purposes of Listing Rule 10.11.

6.3 Listing Rule 7.1

ASX Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12-month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

6.4 Disclosure provided for Listing Rule 14.1A

If Resolution 8A is passed, the Company will be able to proceed and issue 30,000,000 Director Options to Nicholas Smedley as a way to incentivise his performance. If Resolution 8A is not passed, the Company will not be able to proceed with the issue of 30,000,000 Director Options to Nicholas Smedley. Accordingly, the Company may be required to implement alternative arrangements to remunerate Nicholas Smedley including paying a cash bonus or providing other forms of cash-based remuneration in recognition of his calibre thereby reducing the available cash resources of the Company.

If Resolution 8B is passed, the Company will be able to proceed and issue 30,000,000 Director Options to Marjan Mikel as a way to incentivise his performance. If Resolution 8B is not passed, the Company will not be able to proceed with the issue of 30,000,000 Director Options to Marjan Mikel. Accordingly, the Company may be required to implement alternative arrangements to remunerate Marjan Mikel including paying a cash bonus or providing other forms of cash-based remuneration in recognition of his calibre thereby reducing the available cash resources of the Company.

6.5 Technical Information required by Listing Rule 10.13 – Resolution 8A.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8A:

Names of the persons to whom options will be issued	Nicholas Smedley (or his nominee)
Applicable category of Listing Rule 10.11	If Nicholas Smedley elects to have the Options granted to him personally, being a Director of the Company, Listing Rule 10.11.1 applies. If Nicholas Smedley elects to have the Options granted to his nominee, such nominee being an associate of a Director of the Company, Listing Rule 10.11.4 applies.
Number and class of securities	15,000,000 Tranche 1 Director Options and 15,000,000 Tranche 2 Director Options.
Exercise Price	Tranche 1 Director Options will have an exercise price of \$0.08 and Tranche 2 Director Options will have an exercise price of \$0.12.
A summary of the material terms of the options	Please refer to Schedule 2 for a summary of the material terms of the Director Options proposed to be granted pursuant to this Resolution.
The date or dates on which the options will be issued	Within one month of the date of this Meeting.
Price or other consideration to be received for the issue	The Options will be granted for nil consideration. The exercise price for the options is set out in Schedule 2.
Purpose of the issue, including intended use of any funds raised by the issue	To incentivize and remunerate Mr Smedley in his position as Director of the Company. Funds will only be received by the Company if and when the options are exercised and will be used on general working capital purposes.
Voting exclusion statement	A voting exclusion statement is included in Part C of the Notice.

6.6 Technical Information required by Listing Rule 10.13 – Resolution 8B.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8B:

Names of the persons to whom options will be issued	Marjan Mikel (or his nominee)
Applicable category of Listing Rule 10.11	If Marjan Mikel elects to have the Options granted to him personally, being a Director of the Company, Listing Rule 10.11.1 applies. If Marjan Mikel elects to have the Options granted to his nominee, such nominee being an associate of a Director of the Company, Listing Rule 10.11.4 applies
Number and class of securities	15,000,000 Tranche 1 Director Options and 15,000,000 Tranche 2 Director Options.

Exercise Price	Tranche 1 Director Options will have an exercise price of \$0.08 and Tranche 2 Director Options will have an exercise price of \$0.12
A summary of the material terms of the options	Please refer to Schedule 2 for a summary of the material terms of the Director Options proposed to be granted pursuant to this Resolution.
The date or dates on which the options will be issued	Within one month of the date of this Meeting.
Price or other consideration to be received for the issue	The Options will be granted for nil consideration. The exercise price for the options is set out in Schedule 2.
Purpose of the issue, including intended use of any funds raised by the issue	To incentivize and remunerate Mr Mikel in his position as Director of the Company. Funds will only be received by the Company if and when the options are exercised and will be used on general working capital purposes.
Voting exclusion statement	A voting exclusion statement is included in Part C of the Notice.

The relevant Directors' total remuneration and shares currently held are as follows:

Director	Director Remuneration currently received	Securities currently held (before approval of issue of Options)
Nicholas Smedley	\$245,455	15,459,668 Shares 70,000,000 Options
Marjan Mikel	\$428,306	4,041,267 Shares 75,000,000 Options

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision by a public company of a "financial benefit" to a "related party". Section 208 of the Corporations Act prohibits:

- (a) a public company giving a financial benefit to a related party; or
- (b) a company which is controlled by the public company giving a financial benefit to a related party, unless one of a number of exceptions applies, or shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a company issuing shares and granting options. A "related party" includes a director, an entity over which a director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future. For the purposes of Chapter 2E of the Corporations Act, the "relevant person" is a related party of the Company.

The Directors, other than Mr Smedley and Mr Mikel (given their material personal interests in the Resolution), consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Options under Resolutions 8A and 8B because the financial benefit is, in accordance with section 211(1) of the Corporations Act:

-
- (c) remuneration to a related party as an officer of a public company; and
 - (d) reasonable given:
 - (i) the circumstances of the public company or entity giving the remuneration; and
 - (ii) the related party circumstances (including the responsibilities involved in the office).

Interdependency

Shareholders should note that Resolutions 8A and 8B are interdependent. Therefore, failure of either of these Resolutions to be passed will result in both Resolutions being deemed to not have been passed.

Chairman appointed as proxy

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice of Meeting.

Recommendation

The Board (excluding Mr Smedley and Mr Mikel, who abstain from making a recommendation) recommends supporting the approval of the issue of unlisted options to Mr Smedley and Mr Mikel and that shareholders accordingly vote in favour of Resolutions 8A and 8B.

7. Resolution 9 – Approval of Respiri Employee Share Option Plan (ESOP)

7.1 Listing Rule 7.2 (Exception 13)

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue the Shareholders approved the issue of securities under the scheme.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 9 seeks Shareholder approval for the Respiri Employee Share Option Plan (**ESOP**) under and for the purposes of Listing Rule 7.2 (Exception 13).

7.2 Disclosure provided for Listing Rule 14.1A

If Resolution 9 is passed, any Equity Securities issued under the ESOP that do not exceed the maximum number set out in this Notice will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 (or if Resolution 11 is passed, the Company's combined 25% limit in Listing Rules 7.1 and 7.1A), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of such issue.

If Resolution 9 is not passed, any Equity Securities issued under the ESOP will be included in calculating the Company's 15% limit in Listing Rule 7.1 (or if Resolution 11 is passed, the Company's combined 25% limit in Listing Rules 7.1 and 7.1A), effectively decreasing the number of

Equity Securities it can issue without Shareholder approval over the 12-month period following the date of such issue. Accordingly, the Board may need to consider alternative remuneration arrangements to incentivise its employees, which are consistent with the Company's remuneration principles, including providing an equivalent cash payment or long-term incentive subject to the risk of forfeiture, performance conditions and performance period.

7.3 Disclosure provided for Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 9:

Summary of terms of the ESOP	A summary of the terms of the ESOP is set out at Schedule 3.
Number of securities issued under the ESOP	As at the date of this Notice, the Company has issued a total of 5,200,000 securities under the ESOP since it obtained shareholder approval at the Company's 2020 annual general meeting.
Maximum number of securities proposed to be issued under the ESOP	The maximum number of securities proposed to be issued under the ESOP within the three-year period from the date of the passing of this Resolution is 51,510,454 Shares, being 5% of the total Equity Securities on issue as at the date of this Notice (being 1,030,209,084, comprised of 973,697,647 Shares and 56,511,437 Options)
Voting exclusion statement	A voting exclusion statement is included in Part C of the Notice.

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

8. Resolutions 10: Ratification of prior issue of Free Attaching Options under Additional Placement

8.1 Background

In connection with the completion of the \$1.3 million private placement of new Shares (**Additional Placement Shares**) and attaching options to sophisticated investors as announced by the Company on 18 September 2023 (**Additional Placement**), Resolution 10 seeks to obtain shareholder ratification for the issue of the free attaching listed Option issued under the Additional Placement, being 19,117,647 Options (**Additional Placement Options**).

The Company notes that it had obtained Shareholder approval at its extraordinary general meeting held on 8 August 2023, to issue up to 58,823,530 Shares to raise up to \$2 million, of which the Company has issued 38,235,294 Shares as Additional Placement Shares. The Additional Placement Options were issued in accordance with the Company's available placement capacity,

pursuant to Listing Rules 7.1 and 7.1A. To retain as much flexibility to issue securities in the future, the Company now seeks Shareholder ratification of the pursuant to Listing Rule 7.4 for the issue of the Additional Placement Options.

8.2 Technical Information required by Listing Rule 14.1A

A summary of Listing Rule 7.4 is set out in section 4.2.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Therefore, if Resolution 10 is passed, the 19,117,647 Additional Placement Options will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Additional Placement Options.

If Resolution 10 is not passed, the 19,117,647 Additional Placement Options will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Additional Placement Options.

8.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the prior issue of Additional Placement Options:

- (a) the Additional Placement Options were issued sophisticated and professional investors under section 708 of the Corporations Act, who are not a related party to the Company.
- (b) the 19,117,647 Additional Placement Options are listed options in the Company's existing class of RSHO Options. A summary of the terms of the Additional Placement Options is included at Schedule 1 of this Notice.
- (c) the Additional Placement Options were issued on 22 September 2023.
- (d) no funds were raised from the issue of the issue of the Additional Placement Options as they were free attaching to the Additional Placement Shares on a one for two basis.
- (e) proceeds from the Additional Placement (including any proceeds from the exercise of the Additional Placement Options) will be used for the settlement of the convertible note agreement between the Company and Obsidian Global Partners, LLC, with additional funds over and above this being used for further working capital to continue to drive accelerated Remote Patient Monitoring patient acquisition with existing clients and finalising and preparing for anticipated significant contracted clients; and
- (f) a voting exclusion statement is included in Part C of the Notice.

9. Resolution 11 – Approval of 10% Placement Capacity

9.1 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 11 seeks Shareholder approval by way of a special resolution for the Company to have the 10% Placement Facility provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

9.2 Disclosure provided for Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 11 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

9.3 Securities issued under Listing Rule 14.1A

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company currently has two classes of quoted Equity Securities on issue, being the fully paid ordinary shares (ASX Code: RSH) and quoted Options (ASX Code: RSHO).

The exact number of Shares to be issued under the 10% Placement Facility will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

Where:

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period (the 12-month period immediately preceding the date of issue or agreement):
- plus, the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4.
 - plus, the number of fully paid ordinary securities issued in the relevant period under an agreement to use securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4.

- plus, the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- plus, the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid shares cancelled in the relevant period.

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

D is 10%.

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 holders of the Company's ordinary securities under Listing Rule 7.4.

9.4 Disclosures provided for Listing Rule 7.3A

Pursuant to and in accordance Listing Rule 7.3A, the following information is provided in relation to Resolution 11:

<p>Period for which approval is valid</p>	<p>Equity Securities may be issued under the 10% Placement Facility commencing from the date of the Meeting and expiring on the earlier to occur of:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the Meeting. (b) the time and date of the Company's next annual general meeting; or (c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of the Company's main undertaking), <p>(10% Placement Period).</p>
<p>Minimum price at which Equity Securities may be issued</p>	<p>The minimum price at which Equity Securities may be issued under the 10% Placement Facility is 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
<p>Purpose for which the funds raised may be used</p>	<p>The Company may issue Equity Securities under the 10% Placement Facility as cash consideration, in which case the Company intends to use funds raised for product development and general working capital.</p>
<p>Risk of economic and voting dilution for Shareholders</p>	<p>Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If Resolution 11 is approved by shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2) on the basis of the closing price of the Company's Shares of \$0.035 on 6 October 2023 (Market Price) and the current number</p>

	<p>of Shares on issue as at the date of this Notice being 1,011,932,941 Shares. The table also shows:</p> <p>(a) two examples of the voting dilution impact where variable "A" has increased, by 50% and 100%, whereby variable "A" is based on the number of ordinary securities the Company has on issue at the date of this Notice; and</p> <p>(b) two examples of the economic dilution impact where the issue price of Shares issued under the 10% Placement Facility (Issue Price) has decreased by 50% and increased by 100% as against the Market Price.</p>
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		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			\$0.018	\$0.035	\$0.070
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current shares	1,011,932,941	101,193,294	\$ 1,770,883	\$ 3,541,765	\$ 7,083,531
50% increase	1,517,899,412	151,789,941	\$ 2,656,324	\$ 5,312,648	\$ 10,625,296
100% increase	2,023,865,882	202,386,588	\$ 3,541,765	\$ 7,083,531	\$ 14,167,061

	<p><i>*Note: The number of Shares on issue (Variable A in the above formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue, dividend reinvestment or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.</i></p> <p>The table above is based on the following assumptions:</p> <p>(a) the Market Price set out above is the closing price of the Shares on the ASX on 6 October 2023.</p> <p>(b) the Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.</p> <p>(c) the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</p> <p>(d) the issue of Equity Securities consists only of Shares, and it is assumed that no options or other convertible securities are exercised or converted into Shares before the date of issue of the Equity Securities;</p> <p>(e) the calculations above do not show the dilution that any one particular shareholder will be subject to, and all shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;</p> <p>(f) the table does not set out any dilution pursuant to approvals under Listing Rule 7.1.</p> <p>(g) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue, this is why the voting dilution is shown in each example as 10%; and</p> <p>(h) the table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the date</p>
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	<p>of the issue of the relevant Shares than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date.</p>
<p>Company's allocation policy for issues under the 10% Placement Facility</p>	<p>The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of the proposed placement.</p> <p>The recipients of the Equity Securities to be issued under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing shareholders, or new investors (or both), none of whom will be related parties of the Company or their associates.</p> <p>The identity of recipients of the Equity Securities to be issued under the 10% Placement Facility will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <p>(a) the purpose of the issue.</p> <p>(b) the alternative methods of raising funds that are available to the Company at that time, including but not limited to, a rights issue or other issue in which existing shareholders can participate.</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company.</p> <p>(d) the circumstances of the Company, including but not limited to the financial situation and solvency of the Company.</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
<p>Issues of under the 10% Placement Facility in the past 12 months</p>	<p>The Company previously obtained approval from its Shareholders for the 10% Placement Facility pursuant to Listing Rule 7.1A at its 2021 Annual General Meeting held on 15 November 2021 and at its 2022 Annual General Meeting held on 15 November 2022 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 15 November 2022, the Company has not issued any ordinary shares under the Previous Approval.</p>

Chairman appointed as proxy.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chairman intends to vote all undirected proxies granted to him in favour of this Resolution.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

GLOSSARY

The following terms have the following meanings in the Notice:

“\$” means Australian Dollars.

“**10% Placement Facility**” has the meaning as defined in the Explanatory Memorandum for Resolution 11;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Memorandum for Resolution 11;

“**Access Acquisition**” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“**Additional Placement**” has the meaning as defined in the Explanatory Memorandum for Resolution 10.

“**Additional Placement Options**” has the meaning as defined in the Explanatory Memorandum for Resolution 10.

“**Additional Placement Shares**” has the meaning as defined in the Explanatory Memorandum for Resolution.

“**AEDT**” means Australian Eastern Daylight Time.

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the financial year ended 30 June 2023.

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

“**Auditor’s Report**” means the auditor’s report on the Financial Report.

“**Board**” means the Directors acting as the board of Directors of the Company.

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice.

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” or “**Respiri**” means Respiri Limited ACN 009 234 173.

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**Director**” means a Director of the Company.

“**Director Options**” has the meaning as defined in the Explanatory Memorandum for Resolutions 8A and 8B.

“**Director Resolution**” has the meaning as defined in the Explanatory Memorandum for Resolutions 2, 3, 4 and 5.

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

“**ESOP**” has the meaning as defined in the Explanatory Memorandum for Resolution 9.

“**Equity Security**” has the same meaning as in the Listing Rules.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

“Financial Report” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

“Key Management Personnel” means:

- (a) where the term appears in relation to a resolution under section 250R(2) of the Corporations Act, means members and former members of the key management personnel of the Company whose remuneration details are disclosed in the Remuneration Report; and
- (b) otherwise, has the same meaning as that term in the accounting standards.

“Listed Options” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Listing Rules” means the Listing Rules of the ASX.

“Meeting” has the meaning given in the introductory paragraph of the Notice.

“Notice” means this Notice of Meeting including the Explanatory Memorandum.

“Option” means an option to acquire one Share.

“Placement” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Placement Options” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Placement Participants” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Placement Shares” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Proxy Form” means the proxy form attached to this Notice.

“Remuneration Report” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2023 and which is set out in the Annual Report.

“Resolution” means a resolution referred to in this Notice.

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

“Shareholder” means a holder of Shares.

“SPP” has the meaning as defined in the Explanatory Memorandum for Resolutions 6A and 6B.

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules.

“Tranche 1 Options” has the meaning as defined in the Explanatory Memorandum for Resolutions 8A and 8B.

“Tranche 2 Options” has the meaning as defined in the Explanatory Memorandum for Resolutions 8A and 8B; and

“VWAP” means volume weighted average price.

Shareholder communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist Respiri Limited with minimising paper usage. If you haven’t already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, login to <https://www-au.computershare.com/Investor/#Home?cc=au> to select the communication options you would like to set to email.

You can make a standing election as to how you would like to receive certain documents including annual reports, meeting-related documents (for example notices of meeting and proxy/voting forms) and payment statements.

You can also make a one-off request to receive a document in physical or electronic form by contacting the registry on

Phone:

1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

Online:

www.investorcentre.com/contact

You will also be able to access Shareholder Documents such as our Annual Report, Notice of Meeting and other documents relating to shareholder meetings when they are published on our website or made available on the ASX platform.

Schedule 1 – Terms and Conditions of Listed Options

The Listed Options entitle the holder to subscribe for Shares on the following terms and conditions.

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire 30 June 2025 from date of issue.
- (iii) The exercise price per option is \$0.065.
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry (**Exercise Notice**). Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'Respiri Limited'.
- (vii) All Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Issue of Shares

Upon receipt of a valid Exercise Notice (accompanied by the applicable Exercise Price monies), the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices.

(d) Constitution

Each Option holder who exercises Options consents to becoming a member of the Company and agrees to be bound by the Constitution of the Company upon the issue of the new Shares.

(e) Quotation

The Options are quoted and have the ASX Code RSHO.

(f) Dividends and voting

- (i) The Options do not provide the Option holder any entitlement to dividends or other distributions.
- (ii) The Options do not entitle the Option holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.

(g) Participation in Securities Issues

Subject to paragraph (h) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(h) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, subdivision, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (h)(i), Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid-up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

Schedule 2 – Terms and conditions of Director Options

Exercise Price	Tranche 1 Options will be exercisable at \$0.08 (10 cents) and Tranche 2 Options will be exercisable at \$0.12 (12 cents).
Conversion	Each option converts into one fully paid ordinary share in the capital of the Company.
Exercise Period	Each option may be exercised up to 48 months from the vesting date, being 30 June 2028. Notwithstanding anything else in the option terms, in the event of a takeover of the Company or the sale of its main undertaking all of the options shall be exercisable on the date the takeover, merger or sale is completed.
Notice of exercise	Each vested option may be exercised by the optionholder by providing the Company with 3 months' written notice of the optionholder's intention to exercise the relevant options.
Vesting Condition	The options will vest automatically on 30 June 2024, provided that both Nicholas Smedley and Marjan Mikel are Directors of the Company on 30 June 2024.
Lapse	If the holder ceases to be a Director of the Company, any options issued to them which have not become exercisable automatically lapse.
Participation rights	The options do not carry any participation rights in new share issues.
Shares to rank pari passu	All shares issued upon exercise of the options will rank <i>pari passu</i> in all respects with the Company's then issued Shares. The options will be unlisted. No quotation will be sought from ASX for the options.
Capital Reorganisation	In the event of a reorganisation of the capital of the Company, the rights attaching to each option will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
No Voting Rights	The options do not entitle the holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
No Dividend Rights	The options do not entitle the holder to any dividends
Amendments Required by ASX	The options may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

Schedule 3 – Terms of ESOP

Topic	Summary
Eligible Participant	A person is eligible to participate in the ESOP if that person is declared by the Board to be eligible to participate in the ESOP and that person is a Director, a full-time or part-time employee of any member of the Company, or any other person declared by the Board to be eligible (Eligible Participant).
Securities to be issued	As part of the ESOP, Eligible Participants may be issued the following securities in the Company (Awards): <ul style="list-style-type: none"> • options to acquire Shares (Options); and • entitlements to subscribe for, acquire and/or be allocated Shares for nil consideration (Performance Rights).
Payment for the exercise of Awards	The Board may determine, in its absolute discretion, the fee (if any) payable by an Eligible Participant who has been granted an Award (Participant) for the exercise of Award, which are Options.
Number of Awards granted	The number of Awards offered to a Participant from time to time will be determined by the Board in its absolute discretion and in accordance with the terms of the ESOP.
Vesting of Awards	The Board may determine, in its absolute discretion, the terms and conditions (including performance hurdles and/or vesting conditions) which apply to the vesting of any Awards. If no vesting conditions or vesting events are specified certain default vesting conditions will apply to the Awards.
Lapsing of Awards	Unless otherwise specified in the vesting conditions or vesting events applicable to Award or determined otherwise by the Board an Award will lapse on the earlier of: <ul style="list-style-type: none"> • the Board determining that a vesting condition or vesting event applicable to an Award has not been satisfied, reached or met or is not capable of being satisfied; • the day immediately following the relevant expiry date of the Award; • where a holder of an Award purports to deal with an Award other than in accordance with the ESOP; • the Holder of the Award ceasing employment with the Company, in which case the Award will lapse in accordance with the 'cessation of employment' section as outlined below; or • the Board making a determining following a 'Change of Control Event'.
Cessation of employment	Where a Participant ceases employment or office with the Company as a result of a resignation of the Participant or a termination of that Participant's employment or office in certain circumstances (ie due to poor performance, serious or persistent breaches of their employment or engagement contract,

	<p>becoming disqualified from managing corporations, or serious or gross misconduct):</p> <ul style="list-style-type: none"> • vested Options may continue to be exercisable up to the expiry date unless otherwise determined by the Board; and • any unvested Options and/or Performance Rights will immediately lapse and be forfeited for nominal consideration. <p>If a Participant ceases employment or office with the Company for another reason other than those specified above (i.e. dies, becomes permanently disabled, retires from the workforce or is made redundant):</p> <ul style="list-style-type: none"> • vested Options which have not been exercised will continue to be exercisable up to the expiry date; and • unvested Options and/or Performance Rights will vest in accordance with the rules of vesting otherwise applicable to Awards granted under the ESOP.
<p>Variation of ESOP</p>	<p>Subject to the Listing Rules and the Constitution, the Board will have the power to vary the terms of the ESOP at any time and in manner in which it thinks fit.</p> <p>However, the Board may only amend a provision of the ESOP rules or to Options and/or Performance Rights granted under the Plan, which adversely affects the rights of Participants in respect of existing Awards, with the consent of those Eligible Participants and holders of the Awards, unless the amendment is required for the purposes of complying with any law or the Listing Rules.</p>
<p>Change of control</p>	<p>If:</p> <ul style="list-style-type: none"> • an offer is made for all of the Shares in the Company pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and results in the compulsory acquisition of Shares under Chapter 6C; or • the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or • any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 100% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or • any of the Company or its wholly-owned subsidiaries (Group) enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in the relevant Group entity) of the Group to a person, or a number of persons, none of which are members of the Group; or • the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are members of the Group,

	<p>then the Board may in its sole and absolute discretion, and subject to the Listing Rules determine how unvested Options or unvested Performance Rights held by a holder will be treated, including but not limited to:</p> <ul style="list-style-type: none"> • determining that unvested Options or Performance Rights (or a portion of unvested Options or Performance Rights) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the relevant event, regardless of whether or not the employment, engagement or office of the holder is terminated or ceases in connection with the event; and/or • reducing or waiving any of the vesting conditions applicable to those unvested Options or unvested Performance Rights.
<p>Restrictions on disposal</p>	<p>Awards issued to a Participant may not be assigned, transferred or encumbered with a security interest unless:</p> <ul style="list-style-type: none"> • otherwise agreed by the Board; • that assignment or transfer occurs by force of law on the death of a Participant; • in the case of Options, 3 years from the issue of the Options; or • the Participant becomes a 'Good Leaver'. <p>The Board may determine, in its absolute discretion whether there will be any restrictions on the disposal of or the granting of any security interests over the Shares issued on the exercise of Awards.</p>
<p>Voting rights</p>	<p>The Awards will not give a Participant any voting rights until the relevant Awards are exercised and the Participants holds Shares.</p>
<p>Dividend rights</p>	<p>The Awards will not give a Participant any right to participate in any dividends until the relevant Awards are exercised and the Participants holds Shares.</p>

RESPIRI

ABN 98 009 234 173



RSH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AEDT) on Monday, 13 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Respire Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Respire Limited to be held at Suite 1, Level 9, 432 St Kilda Road Melbourne VIC 3004 and shareholders have the ability to attend the meeting and watch and listen using the following zoom link: https://events.zoom.us/j/AjNOo6NDQWPifhr1eBc8cYuMWiwu0FiOHqj8fZDIPFogeWtmDwE1~AoZZduKIGp3ELyZYQcKj-w47y2OUm44KfHp2kqzbSnI_MVYD2DHUNwECsA and vote online at <https://meetnow.global/MZHPNMN> on Wednesday, 15 November 2023 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 7A to 9 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 7A to 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 7A to 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

