

RESPIRI LIMITED

ACN 009 234 173

Registered office: Suite 1, Level 9, 432 St Kilda Road, Melbourne Victoria 3000

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Respiri Limited (the “**Company**”) hereby gives notice to the shareholders of the Company, that in relation to the Notice of Annual General Meeting dated 21 October 2024 (“**Notice of Annual General Meeting**”) in respect of an Annual General Meeting to be held at Suite 1, Level 9, 432 St Kilda Road Melbourne VIC 3004 on Wednesday, 20 November 2024 at 10.00am (AEDT) (“**Annual General Meeting**” or “**Meeting**”) the Directors have determined to issue this addendum to the Notice of Annual General Meeting (“**Addendum**”) for the purposes set out below:

1. Amendment of Resolution 9

1.1 Resolution 9 of the Notice of Annual General Meeting will be amended to:

1.1.1 Amend all references to Resolution 9 to Resolution 9A;

1.1.2 Reduce the number of Shares to be ratified pursuant to Resolution 9A to 33,777,777 Shares.

2. Addition of Resolution 9B

1.2 Pursuant to this Addendum, the following additional resolution, Resolution 9B is added to the Notice of Meeting;

Resolution 9B: Approval to issue 1,777,778 Shares

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of a total of 1,777,778 Shares in the Company on the terms and conditions set out in the Explanatory Memorandum.”

1.3 Voting exclusion statement for Resolution 9B

The Company will disregard any votes cast in favour of Resolution 9B by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the reason of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities); or
- (b) an associate of that person.

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.

1.4 Replacement Proxy Form and Voting Instructions

Attached to this Addendum is a replacement Proxy Form.

If you wish to have your vote counted by proxy in respect of Resolution 9B, you must use the replacement Proxy Form to vote on all Resolutions.

If you have already completed and returned the Proxy Form previously provided with the Notice of Meeting and you do not wish to change your votes, you do not need to take any action and your vote for Resolution 9 will be counted towards Resolution 9A.

If you wish to vote on Resolution 9B, you must complete and return a replacement Proxy Form to vote on all Resolutions.

If you provide a replacement Proxy Form, any Proxy Form provided to you with the original Notice of Meeting which has already been completed and returned will be disregarded. Accordingly, you must complete in full, and return, the replacement Proxy Form to vote on all Resolutions. To the extent of any inconsistency between the replacement Proxy Form and an original Proxy Form returned, the Company will refer to the replacement Proxy Form.

You should return your completed replacement Proxy Form to the Company's Share Registry in accordance with the instructions set out in the "Proxies" section of the Notice of Meeting.

The Company is entitled to accept any Proxy Form already submitted by you unless you submit a replacement Proxy Form.

EXPLANATORY STATEMENT

Resolution 9A: Ratification and approval of prior issue of Shares

On 15 October 2024, the Company announced that it had received commitments from institutional and sophisticated investors for a placement of 35,555,555 fully paid ordinary shares at an issue price of \$0.045 (4.5 cents) per Share (**October Placement Shares**) to raise \$1.6 million before costs.

33,777,777 of the October Placement Shares will be issued on or around 8 November 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1. The Company is seeking shareholder approval for the issue of the remaining 1,777,778 October Placement Shares (**Tranche 2 October Placement Shares**) pursuant to Resolution 9B.

Resolution 9A seeks shareholder approval to ratify the issue of 33,777,777 October Placement Shares to unrelated institutional and sophisticated investors (which will be issued subsequent to the date of this notice but before the date of the Meeting).

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rules 7.1.

If Shareholders approve Resolution 9A, the October Placement Shares the subject of Resolution 9A will no longer reduce the Placement Capacity available to the Company under Listing Rule 7.1. If Shareholders do not approve Resolution 9A, the October Placement Shares the subject of Resolution 9A will continue to be counted towards the Company's available Placement Capacity under Listing Rule 7.1, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 9A in accordance with ASX Listing Rule 7.5:

- The Company issued the October Placement Shares to unrelated institutional and sophisticated investors.
- The number of securities issued by the Company was 33,777,777 fully paid ordinary shares.
- The October Placement Shares will be issued on or around 8 November 2024.
- The October Placement Shares were issued for \$0.045 per October Placement Shares.
- Funds raised from the issue of October Placement Shares the subject of this Resolution 9A have been and will be used to fund the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud (CiC) services and finalising the risk share capitated contracts currently underway.
- The October Placement Shares were issued pursuant to a Share Subscription Agreement between the Company and Merchant Biotech Fund (**Merchant**), pursuant to the Share Subscription Agreement Merchant participant agrees to subscribe for, and the Company agrees to issue the October Placement Shares. The parties acknowledge that, the October Placement Shares will be locked in a voluntary escrow for a period of 6 months from the date of issue. The other terms of the Share Subscription Agreement are considered standard terms for an agreement of this type.
- A voting exclusion statement as set out in the Notice applies to Resolution 9A.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 9A.

Resolution 9B: Approval for Issue of Shares

On 15 October 2024, the Company announced a Placement the full details of which are outlined in Resolution 9A of this Notice.

Resolution 9B seeks the required Shareholder approval for the proposed issue of 1,777,778 Tranche 2 October Placement Shares to unrelated professional and sophisticated investors identified by Phoenix or the Company.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the number 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.

The effect of Resolution 9B will be to allow the Company to issue the Tranche 2 October Placement Shares during the period of 3 months after the Meeting without using the Company's 15% placement capacity.

The proposed issue of the Tranche 2 October Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 9B is passed, the Company will be able to proceed with the issue of the Tranche 2 October Placement Shares. In addition, the issue of the Tranche 2 October Placement Shares will be excluded in calculating the Company's 15% placement capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 9B is not passed, the Company will not be able to proceed with the issue of the Tranche 2 October Placement Shares and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 9B Placement Shares:

- The Company intends to issue the Tranche 2 October Placement Shares to unrelated professional and sophisticated investors.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 9B.
- The number of securities to be issued is 1,777,778 fully paid ordinary shares (Tranche 2 October Placement Shares).
- The Tranche 2 October Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The issue price of the Tranche 2 October Placement Shares will be \$0.045 per Tranche 2 October Placement Share.
- The Tranche 2 October Placement Shares are proposed to be issued pursuant to a Share Subscription Agreement pursuant to which the Tranche 2 October Placement participant agrees to subscribe for, and the Company agrees to issue the Tranche 2 October Placement Shares. The Parties acknowledge that, the Tranche 2 October Placement Shares will be locked in a voluntary escrow for a period of 6 months from the date of issue. The other terms of the Share Subscription Agreement are considered standard terms for an agreement of this type.
- Funds raised from the issue of Tranche 2 October Placement Shares the subject of this Resolution 9B will be used to fund the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud (CiC) services and finalising the risk share capitated contracts currently underway.
- A voting exclusion statement as set out in the Notice applies to Resolution 9B.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 9B.



Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 18 November 2024.**

Replacement 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:

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



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.

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.

Please mark to indicate your directions

Replacement Proxy Form

Step 1 Appoint a Proxy to Vote on Your Behalf

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 3000 on Wednesday, 20 November 2024 at 10:00am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Dr Tom Takubo as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Marjan Mikel as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9A	Ratification and approval of prior issue of 33,777,777 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Affirmation of Mr Nicholas Smedley as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9B	Approval to issue 1,777,778 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval of 10% Placement Facility	<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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

