

# R H I N O M E D

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Date:** 17 May 2016

**Time:** 10:00 am AEST

**Location:** Giorgios Function Room, 1233 High Street,  
Armadale, VIC, 3143

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

**RHINOMED LIMITED**  
**ACN: 107 903 159**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of Rhinomed Limited ACN 107 903 159 will be held at Giorgios Function Room, 1233 High Street, Armadale, VIC, 3143 on Tuesday, 17 May 2016 at 10:00 am AEST.

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

**1. Resolutions**

**Resolution 1 - Election of Director – Ron Dewhurst**

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

*"That, Ron Dewhurst, being a Director appointed to fill a casual vacancy on the Board, be elected as a Director of the Company."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution by Ron Dewhurst and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Resolution 2 – Ratification of prior placement of Shares to sophisticated and professional investors**

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 139,583,340 Shares to sophisticated and professional investors, as referred to in the Explanatory Statement."*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by any person who participated in the issues of Shares and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Resolution 3 – Approval of issue of 20,833,334 Shares to a director: Ron Dewhurst**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 20,833,334 Shares in the Company raising up to \$500,000, to*

*Ron Dewhurst, a director of the Company, or his nominee, under a placement made by the Company on the terms described in the Explanatory Statement."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution by Ron Dewhurst and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### **Resolution 4 – Approval of issue of 10,000,000 Options to Ron Dewhurst**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 10,000,000 Options in the Company, to Ron Dewhurst, a director of the Company, or his nominee, on the terms described in the Explanatory Statement."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution by Ron Dewhurst and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### **Resolution 5 – Approve the issue of shortfall Shares under the Share Purchase Plan to sophisticated and professional investors**

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

*"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of up to 41,666,667 Shares to sophisticated and professional investors, as referred to in the Explanatory Statement, is approved."*

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution by any person who participated in the issues of Shares and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## **2. Determination of voting entitlement**

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEST on 13 May 2016.

## **3. Votes**

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, will have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, will have one vote for each share held by him, her or it.

#### **4. Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company not less than 48 hours prior to commencement of the Meeting:

- by mail to the Company at PO Box 8694, Armadale, VIC, 3143;
- personally to the Company at Suite 1, 1233 High St, Armadale, VIC, 3143; or
- by facsimile to +61 (03) 9822 7735.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolutions 1, 3 and 4 provided that the proxy form authorises the Chairman to vote even though Resolutions 1, 3 and 4 are connected with the appointment of the Chairman as a director and the issue of 20,833,334 Shares and 10,000,000 Options to him.

A form of proxy accompanies this Notice. Further instructions are on the Proxy Form.

#### **5. Questions and comments by Shareholders at the Meeting**

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

Phillip Hains

**Company Secretary**

On behalf of the Board of Directors  
Rhinomed Limited

## **EXPLANATORY STATEMENT**

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

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

### **Resolution 1 - Election of Director – Ron Dewhurst**

#### **General**

Mr Dewhurst was appointed as a Director and Chairman by the board on 1 December 2015 to fill a casual vacancy following the resignation of Martin Rogers. The Board considers it appropriate for the election of Mr Dewhurst to be put to the General Meeting.

Mr Dewhurst has spent 40 years spread across the Investment Banking and Asset Management Industries. He has lived approximately half of his career outside his native Australia working in Hong Kong, the United Kingdom and the United States of America. Mr Dewhurst started his career at Melbourne broking firm McCaughan Dyson going on to become CEO of what became ANZ McCaughan Ltd. In 1992 he joined J P Morgan where he ran the Asian and European equities divisions in Hong Kong and London before being appointed Head of Americas for J P Morgan Asset Management. In 2004 he was CEO of IOOF Holdings Ltd and from 2008 until 2013 he was Senior Executive Vice President and Head of Global Investment Managers for Legg Mason Inc based in the U.S.A.

#### **Director's recommendation**

The Directors (with Ron Dewhurst abstaining) recommend that shareholders vote in favour of Resolution 1.

### **Resolution 2 – Ratification of prior placement of Shares to sophisticated and professional investors**

#### **Background**

In March 2016, the Company completed a placement of approximately 139,583,340 Shares, at \$0.024 per Share, to sophisticated and professional investors raising \$3,350,000 before costs (**Tranche 1 Placement**). The Tranche 1 Placement Shares were issued without prior Shareholder approval. 92,868,920 of those Shares were issued in accordance with ASX Listing Rule 7.1 and 46,714,420 Shares were issued in accordance with ASX Listing Rule 7.1A.

#### **ASX Listing Rule 7.1 & 7.4**

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12 month period without the prior approval of Shareholders. In addition, at the Company's 2015 Annual General Meeting (AGM), the Company's shareholders approved a resolution pursuant to ASX Listing Rule 7.1A to allow the Company to issue a further 10% of the existing capital of the Company within a 12 month period.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 (or made under Listing Rule 7.1A) is treated as having been made with approval if the issue did not breach Listing Rule 7.1, and the shareholders of ordinary securities subsequently approve the issue. The issue of 139,583,334 Shares in April 2016 did not

breach ASX Listing Rule 7.1 and the Company now seeks Shareholder ratification of the issue of those 139,583,334 Shares pursuant to ASX Listing Rule 7.4.

If Resolution 2 is approved, the prior issue of 139,583,334 Shares may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities, without the Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 and the 10% threshold for the purposes of ASX Listing Rule 7.1A.

### **Information required by ASX Listing Rule 7.5**

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

<b>Number of securities</b>	139,583,340 Shares.
<b>The issue price of securities</b>	\$0.024 per Share raising \$3,350,000
<b>Terms of issue</b>	The Shares issued were all fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
<b>Name of allottees or basis on which allottees were determined</b>	The Shares were allotted and issued to sophisticated and professional investor clients of Bell Potter Securities Ltd.
<b>Use of funds</b>	Working capital purposes and to support the recently announced launch of the Company's Mute snoring and sleep technology into the US market and current activities in the UK/European markets

### **Director's recommendation**

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

### **Resolution 3 – Approval of issue of 20,833,334 Shares to a director: Ron Dewhurst**

#### **Chapter 2E of the Corporations Act**

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

1. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
2. 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 issue of shares to Ron Dewhurst constitutes giving a financial benefit and Ron Dewhurst is a related party by virtue of being a Director.

The Directors (other than Ron Dewhurst who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of shares to Ron Dewhurst because he will participate in the placement to sophisticated and professional investors at arm's length on the same terms and at the same price as all non-related participants that participated in the Tranche 1 Placement.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Ron Dewhurst.

### **ASX Listing Rule 10.11**

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

It is proposed that Shares be issued to Ron Dewhurst as part of the placement of Shares with sophisticated and professional investors conducted by the Company.

As mentioned above, the Board has formed the view that the issue of shares to Ron Dewhurst does not require Shareholder approval under section 208 of the Corporations Act, as Ron Dewhurst will participate in the placement at arm's length on the same terms and at the same price as all non-related participants who participated in the Tranche 1 Placement.

### **Information required by ASX Listing Rule 10.13**

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

<b>Maximum number of securities to be issued</b>	20,833,334 Shares.
<b>Date of issue</b>	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Issue price per security</b>	\$0.024 per Share raising \$500,000.
<b>Terms of issue</b>	The Shares issued will be fully paid ordinary Shares in the capital of the Company and will rank equally with all existing Shares on issue.
<b>Persons to whom securities will be issued</b>	Ron Dewhurst, a director of the Company, or his nominee.
<b>Intended use of funds</b>	Funds raised will be used for working capital purposes and to support the recently announced launch of the Company's Mute snoring and sleep technology into the US market and current activities in the UK/European markets.

## **Directors' recommendation**

The Directors (with Ron Dewhurst abstaining) recommend you vote for this resolution.

## **Resolution 4 - Approval of issue of 10,000,000 Options to Ron Dewhurst**

The Company proposes to issue 10,000,000 Options to Ron Dewhurst and/or his nominee on the terms and conditions set out below. The issue of options to directors as a form of incentive based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of the Company to the commercial benefit of all Shareholders.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the Options may provide the Company with additional funding (if the Options are exercised).

## **Chapter 2E of the Corporations Act**

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

1. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
2. 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 issue of options to Ron Dewhurst constitutes giving a financial benefit and Ron Dewhurst is a related party by virtue of being a Director.

The Directors (other than Ron Dewhurst who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Ron Dewhurst because the Options form part of Ron's remuneration as an officer of the Company and the remuneration is reasonable given Ron's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to Ron Dewhurst.

## **ASX Listing Rule 10.11**

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

It is proposed that Options be issued to Ron Dewhurst as part of his remuneration as an officer of the Company.

As mentioned above, the Board has formed the view that the issue of Options to Ron Dewhurst does not require Shareholder approval under section 208 of the Corporations Act, as the Options form part of Ron's remuneration as an officer of the Company.



### Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

<b>Maximum number of securities to be issued</b>	10,000,000 Options.
<b>Date of issue</b>	If Shareholder approval is obtained, the issue of the Options will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Issue price per security</b>	Options will be issued for nil consideration.
<b>Terms of issue</b>	Each Option will entitle the holder to subscribe for one Share in the Company and will expire on 30 April 2019. The Options will be exercisable at an exercise price of \$0.0674 at any time on or before the Expiry Date, and will otherwise be issued on the terms and conditions set out in Annexure A.
<b>Persons to whom securities will be issued</b>	Ron Dewhurst, a director of the Company, or his nominee.
<b>Intended use of funds</b>	No funds will be raised from the issue of Options.

### Directors' recommendation

The Directors (with Ron Dewhurst abstaining) recommend you vote for this resolution.

### Resolution 5 – Approve the issue of shortfall Shares under the Share Purchase Plan to sophisticated and professional investors

#### Background

On 31 March 2016 the Company announced its intention to carry out a share purchase plan to raise up to \$1,000,000 by the issue of 41,666,667 Shares, at \$0.024 per Share to Shareholders. If the Company's Shareholders subscribe for less than 41,666,667 Shares in aggregate, the Company will offer the shortfall to sophisticated and professional investors (**Shortfall Offer**).

#### ASX Listing Rule 7.1

The issue of the Shortfall Offer Shares, would, when combined with the issue of the Tranche 1 Placement Shares (for which retrospective approval is sought under Resolution 2) result in the issue of more than 15% of the issued capital of the Company over a 12 month period. The Board would like the flexibility to issue further Shares over the next 12 months up to the 15% threshold under Listing Rule 7.1 without needing to take into account the issue of the

Shortfall Offer Shares (or the issue of the Tranche 1 Placement Shares referred to in Resolution 2).

#### **Information required by ASX Listing Rule 7.5**

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars on the allotment and issue:

<b>Maximum number of securities to be issued</b>	Up to 41,666,667 Shares.
<b>Date by which the Shares will be issued</b>	The Shares will be issued no later than 3 months after the date of the Meeting.
<b>The issue price of securities</b>	\$0.024 per Share raising up to \$1,000,000.
<b>Terms of issue</b>	The Shares issued will be fully paid ordinary Shares in the capital of the Company and will rank equally with all existing Shares on issue.
<b>Name of allottees or basis on which allottees were determined</b>	The Shares will be allotted and issued to sophisticated and professional investor clients of Bell Potter Securities Limited.
<b>Use of funds</b>	Funds raised will be used for working capital purposes and to support the recently announced launch of the Company's Mute snoring and sleep technology into the US market and current activities in the UK/European markets

#### **Director's recommendation**

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

## GLOSSARY

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

**AEDT** means Australian Eastern Daylight Savings Time.

**ASX** means ASX Limited.

**ASX Listing Rules** means the listing rules of ASX.

**Board** means the board of directors of the Company.

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

**Corporations Act** means *Corporations Act 2001* (Cth).

**Director** means a current director of the Company.

**Expiry Date** means 5pm (AEST) 30 April 2019.

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

**Meeting** means the Extraordinary General Meeting of the Shareholders of the Company to be held on 17 May 2016, to which the Notice of Meeting and Explanatory Statement relate.

**Notice of Meeting** means this notice of meeting of the Company dated 14 April 2016.

**Option** means an option to subscribe for one Share.

**Resolution** means a resolution referred to in the Notice of Meeting.

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

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

## **Annexure A**

### **Terms and Conditions of Options**

**Expiring on 30 April 2019**

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Each Option is exercisable at an exercise price of \$0.0674 at any time prior to the Expiry Date by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
  - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- d) The Company will not apply for official quotation by ASX of the Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

# RHINOMED

RHINOMED LIMITED | ABN 12 107 903 159

## Security Holder Appointment of Proxy – Extraordinary General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

[Name of Proxy]

OR

The Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Extraordinary General Meeting to be held at Giorgios Function Room, 1233 High Street, Armadale, VIC, 3143 at 10:00 am (AEST) on 17 May 2016 and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote\***

Unless indicated otherwise by ticking "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain
1. Election of Director – Ron Dewhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the previous issue of 139,583,340 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of issue of 20,833,334 Shares to Ron Dewhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of issue of 10,000,000 Options to Ron Dewhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approve the issue of 41,666,667 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### SIGNATURE OF SHAREHOLDER(S):

**Individual or Shareholder 1**

Sole Director or  
Sole Director/Company Secretary

**Shareholder 2**

**Shareholder 3**

## INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

### APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a body corporate is appointed to act as your proxy then a representative of that body corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the body corporate's constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

**Note:** If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

### VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

### SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** To be signed in accordance with your constitution. Please sign in the appropriate box which indicates the office held by you.

### ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – Rhinomed Limited, Suite 1, 1233 High St, Armadale VIC 3143; or
- b) **Post** - to Rhinomed Limited, PO Box 8694, Armadale VIC 3143; or
- c) **Facsimile** - to the Company on facsimile number +61 (03) 9822 7735.

### PROXY FORMS RECEIVED LATER THAN THIS TIME WILL BE INVALID