

# Appendix 3B

## New Issue Announcement, Application for Quotation of Additional Securities and Agreement.

*Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

### Name of entity:

Rhinomed Limited (ASX: RNO)

### ACN:

107 903 159

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | <p>Ordinary Shares (RNO)</p> <p>Unlisted Options</p>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <p>139,583,340 Ordinary Shares (RNO)</p> <p>18,000,000 Unlisted Options</p>   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Fully Paid Ordinary Shares (RNO)</p> <p>Unlisted Options with an exercise price of \$0.065 per Option and an expiry date of 11 April 2019 issued pursuant to ESOP.</p> |

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Ordinary shares rank equally with existing quoted ordinary shares.</p> <p>Shares issued upon exercise of Options rank equally with existing shares.</p>
5	Issue price or consideration	<p>Shares: \$0.024 per Share.</p> <p>Options: Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares - Private placement to sophisticated and professional investors raising \$3.35 million before costs as per ASX Announcement on 31 March 2016.</p> <p>Options - Options issued pursuant to employee share option plan (ESOP) approved by shareholders.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 <sup>th</sup> November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	92,868,920 Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	46,714,420 Shares

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of securities issued under an exception in rule 7.2	18,000,000 Options
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes  15 Day VWAP: \$0.02394 Source: IRESS Market Technology 75% of 15 Day VWAP: \$0.018 Issue Price: \$0.024 Date of issue: 11/4/16
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer to the attached Annexure 1
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	11 April 2016

- 8 Number and \*class of all \*securities quoted on ASX (*including* the securities in section 2 if applicable)
- | Number      | *Class   |
|-------------|--|
| 758,709,475 | Fully Paid Ordinary Shares (RNO)   |
| 203,150,000 | Listed Options (RNOOA) exercisable at \$0.06 per option on or before 30 April 2017 |
- 9 Number and \*class of all \*securities not quoted on ASX (*including* the securities in section 2 if applicable)
- | Number            | +Class (Options over Ordinary Shares) |                 |          |
|-------------------|---------------------------------------|-----------------|----------|
| Amount            | Exercise Price                        | Expiration Date | ASX Code |
| 769,230           | \$0.065                               | 30 April 2019   |          |
| 40,000,000        | \$0.065                               | 30 April 2017   |          |
| 18,000,000        | \$0.065                               | 11 April 2019   |          |
| <b>58,769,230</b> | <b>Total</b>                          |                 |          |
- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- Unchanged

## Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the \*securities will be offered
- 14 \*Class of \*securities to which the offer relates
- 15 \*Record date to determine entitlements

- |    |  |  |
|----|--|--|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   |  |
| 17 | Policy for deciding entitlements in relation to fractions  |  |
| 18 | <p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> |  |
| 19 | Closing date for receipt of acceptances or renunciations   |  |
| 20 | Names of any underwriters  |  |
| 21 | Amount of any underwriting fee or commission   |  |
| 22 | Names of any brokers to the issue  |  |
| 23 | Fee or commission payable to the broker to the issue   |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders  |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting   |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled   |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders  |  |
| 28 | Date rights trading will begin (if applicable)   |  |

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29 Date rights trading will end (if applicable)

30 How do +security holders sell their entitlements *in full* through a broker?

31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Shares described in part 1 (shares only).

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now  
(if issued upon conversion of another security, clearly identify that other security)

Example: In the case of restricted securities, end of restriction period

42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	
	Number	+Class
	<input type="text"/>	<input type="text"/>

## Quotation Agreement

1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2      We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4      We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign Here: \_\_\_\_\_

Company Secretary

Date: 11 April 2016

Print Name: Justyn Stedwell





# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>+</sup>eligible entities

Introduced 01/08/12

### Part 1

\*All calculations are based on a post consolidation basis.

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	539,438,635
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	79,687,500
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	619,126,135

**Step 2: Calculate 15% of “A”**

<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.15</b>	92,868,920

<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	92,868,920
<b>"C"</b>	92,868,920

<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<b>"A" x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	92,868,920
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	92,868,920
<b>Total ["A" x 0.15] – "C"</b>	Nil  <b><i>[Note: this is the remaining placement capacity under rule 7.1]</i></b>

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	619,126,135

Step 2: Calculate 10% of “A”	
<b>“D”</b>	0.10 <i><b>Note:</b> This value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	61,912,614

Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	46,714,420
<b>“E”</b>	46,714,420

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**Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A**

<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	61,912,614
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	46,714,420
<b>Total</b> [“A” x 0.10] – “E”	15,198,194 <b><u>Note:</u></b> This is the remaining placement capacity under rule 7.1A

# R H I N O M E D

## ASX ANNOUNCEMENT

### Notice Under Section 708A(5) of the Corporations Act [ASX Code: RNO]

Monday 11<sup>th</sup> April 2016

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

<b>Type:</b>	Shares (RNO)
<b>Class/Description:</b>	Ordinary Fully Paid Shares (RNO)
<b>ASX Code:</b>	RNO
<b>Date of Issue</b>	11 April 2016
<b>Number Issued:</b>	139,583,340 Shares

Rhinomed Limited (the Company) has applied to the Australian Securities Exchange for quotation of the above securities.

Accordingly the Company gives notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the "Corporations Act") that:

1. the abovementioned ordinary shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act*;
2. as at the date of this notice the Company has complied with:
  - (i) the provisions of Chapter 2M *Corporations Act* as they apply to the Company; and
  - (ii) section 674 *Corporations Act*; and
3. as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

For and on behalf of the Company,



Phillip Hains  
Company Secretary

# R H I N O M E D

## Private Placement

### *Information required by ASX Listing Rule 3.10.5A*

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**Melbourne, 11 April 2016.** Rhinomed Limited (Company) announces the issue of 139,583,340 shares at \$0.024 per share raising \$3,350,000 as referred to in the attached Appendix 3B and notice under section 708A of the Corporations Act. Of the 139,583,340 shares allotted pursuant to the placement, 46,714,420 Shares have been issued pursuant to ASX Listing Rule 7.1A under the Company's additional 10% placement capacity approved by shareholders on 30 November 2015. The remaining shares under the private placement have been allotted pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 3.10.5A the following information is provided to the ASX in relation to the issue of 46,714,420 Shares pursuant to ASX Listing Rule 7.1A.

1. The issue of 46,714,420 Shares pursuant to ASX Listing Rule 7.1A raised \$1,121,146 and diluted the voting power of existing shareholders by 6.56%.
2. Rhinomed elected to issue the Shares as a placement under Listing Rule 7.1A rather than a pro rata issue (or other type of issue) due to the strong support from sophisticated and professional investors and the cost and timing benefits of a private placement. The Company is also conducting an SPP at the same issue price as the placement.
3. There was no underwriting agreement in connection with the placement.
4. The Company incurred a broker commission fee equal to 4% of funds raised.

For and on behalf of the Company,



Phillip Hains  
Company Secretary