

ASX ANNOUNCEMENT
ASX:RSH OTCQB:RSHUF

SHARE PURCHASE PLAN OPENS

Date: 30 June 2023

Highlights

- Share Purchase Plan to raise up to \$3M (before costs)
- Funds to be used for the acquisition of Access Managed Services, LLC, as well as general working capital.

Respiri Limited (ASX:RSH, OTCQB:RSHUF) advises that the Company's Share Purchase Plan (SPP) announced on 23 May 2023, opens today.

The SPP seeks to raise approximately \$3 million. It provides the opportunity for eligible shareholders to subscribe for up to \$30,000 worth of New Shares without incurring brokerage or other transaction costs.

New Shares will be issued at the issue price of A\$0.034 per SPP Share and one (1) free attaching SPP Option for every two (2) SPP Shares subscribed for, each exercisable at \$0.065 and expiring 30 June 2025 to raise up to a maximum of \$3,000,000 (before costs) (**SPP Offer**).

Respiri is also issuing a separate offer, to remain open up to the SPP Shortfall Closing Date, to subscribe for any SPP Shares and free attaching SPP Options not taken up pursuant to the SPP Offer (**Shortfall Shares**) to be issued at an offer price of \$0.034 per Shortfall Share, being the price at which SPP Shares have been offered under the SPP Offer, along with one (1) free-attaching Option for every two (2) Shortfall Shares issued (**Shortfall Options**), being on the same terms on which SPP Options have been offered under the SPP Offer (**Shortfall Offer**).

Attached is a letter being sent to eligible shareholders, providing instructions on how to obtain a copy of the SPP Booklet and personalised Application Form. Also attached is the SPP Booklet containing full details of the SPP.

The proposed timetable for the SPP is set out below:

Event	Date*
Record Date (7:00pm AEST)	22 May 2023
Announcement of SPP Offer	23 May 2023
SPP Offer Opening Date and Shortfall Opening Date	30 June 2023
Dispatch of Offer document	3 July 2023
SPP Offer Closing Date (5:00 pm AEST)*	25 July 2023
Announce results of SPP Offer	28 July 2023
Allotment and Issue of New Shares and New Options under the SPP Offer*	8 August 2023
Dispatch of shareholder statements for SPP Offer	10 August 2023
SPP Shortfall Offer Closing Date	20 October 2023
Announce results of SPP Shortfall Offer	27 October 2023
Allotment and Issue of New Shares and New Options under the SPP Shortfall Offer*	7 November 2023
Dispatch of shareholder statements for SPP Shortfall Offer	9 November 2023

**These dates are indicative only. Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to vary these times and dates (other than in respect of events that have already occurred) in its absolute discretion by sending a revised timetable to ASX. All times are AEST.*

In particular, the Company reserves the right to extend the Closing Dates, to accept late applications under the Offers (either generally or in particular cases) and to withdraw the Offers without prior notice. Any extension of the Closing Dates will have a consequential effect on the allotment date of SPP Shares and free-attaching SPP Options. The commencement of quotation of the SPP Shares and SPP Options is subject to confirmation from ASX.

The Company also reserves the right not to proceed with the Offers in whole or in part at any time prior to allotment and issue of the SPP Shares and free-attaching SPP Options. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants. Cooling off rights do not apply to an investment in SPP Shares or free-attaching SPP Options. You cannot withdraw your application once it has been accepted. Eligible Shareholders wishing to participate in the SPP are encouraged to submit their SPP Offer Application Form as soon as possible after the SPP Offer opens.

For further information on the SPP please visit our corporate website www.respiri.co/au or contact the Company on +61 0411 717 073 between 8.30am and 5.00pm (AEST) on Monday to Friday, before the SPP closes at 5.00pm (AEST) on 25 July 2023.

Issued on behalf of the Board.

Andrew Metcalfe
Company Secretary
Email: andrew.metcalfe@respiri.co

RESPIRI

A Breath of Fresh Ideas



About Respiri Limited

Respiri Limited (ASX:RSH, OTCQB:RSHUF) is an international e-Health SaaS company supporting respiratory health management focusing primarily on supporting the US remote patient monitoring market. Its world-first technology detects wheeze, a typical symptom of Asthma, COPD and respiratory disease to provide an objective measure of airway limitation.

Respiri created technology optimises how patients in partnership with their physicians manage chronic respiratory conditions. These solutions can help transform the way physicians interact with respiratory patients while they are away from the clinic. wheezo®, is an FDA cleared Class II Medical Device, the respiri™ app (patient-user-interface) and the secure health portal can help different health organisations and providers connect with patients to improve collaboration and help improve respiratory condition management. In the USA, wheezo® can be integrated into Remote Patient Monitoring (RPM) programs and qualifies for RPM Current Procedural Terminology (CPT) reimbursement.

Respiri's mission is to help improve quality of life for hundreds of millions of children and adults around the world with respiratory disorders and dramatically reduce hospital admissions and the economic burden of Asthma and COPD. Respiri Limited's operations are based in Melbourne, Australia with offices in New York City, USA.

For additional information about Respiri Limited please visit our corporate website www.respiri.co/au

For all enquires:

Please contact the Company Secretary

Andrew Metcalfe

Email @ andrew.metcalfe@respiri.co

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

30 June 2023

Dear Shareholder,

RESPIRI LIMITED (ASX: RSH)
SHARE PURCHASE PLAN

On Monday, 22 May 2023, Respiri Limited (**Respiri**) announced it was conducting a Share Purchase Plan to raise approximately A\$3 million (**SPP**).

The SPP will provide an opportunity for eligible shareholders to subscribe for up to \$30,000 of shares in Respiri at the issue price, without paying any brokerage. New Shares will be issued at the issue price of A\$0.034, as announced on 23 May 2023.

In respect of the SPP, eligible shareholders, are shareholders who:

- Held Respiri Limited ordinary shares on the Record Date of 7:00pm (AEST) on Monday, 22 May 2023.
- Had a registered address in Australia or New Zealand; and
- Are not located in the United States, and not acting for the account or benefit of persons in the United States.

Shareholders who participated in the January 2023 Share Purchase Plan are eligible to participate in this SPP Offer.

However, to be eligible to receive the SPP Shares and free-attaching SPP Options under the SPP Offer, Eligible Shareholders cannot sell their Shares between the Record Date and the SPP Offer Closing Date and will only be eligible to participate in the SPP Offer if they have not sold their Shares before the SPP Offer Closing Date.

Eligible Shareholders may apply for New Shares in various increments from a minimum of A\$1,000 up to a maximum of A\$30,000. Participation in the SPP Offer is optional. If applications for New Shares under the SPP Offer exceeds \$3 million, Respiri may, in its absolute discretion, allocate less than the number of New Shares applied for (**scale back**).

The SPP is subject to the terms and conditions set out in the SPP Booklet. A copy of the SPP Booklet, along with instructions on how to apply for the SPP and submit your payment is available online at www.computershare.com.au/rsh2023spp

If you have any questions in relation to the SPP please contact Andrew Metcalfe, Company Secretary, on andrew.metcalfe@respiri.co between 8.30am and 5.00pm (AEST) on Monday to Friday.

This letter is to notify you that the SPP is now open and provide you with instructions as to how to obtain a copy of the SPP Booklet and your personalised Application Form.



How to obtain a copy of the SPP Booklet and your personalised Application Form

1. **ONLINE** The SPP Booklet and your personalised Application Form are available to view online at www.computershare.com.au/rsh2023spp. To access this your personalised Entitlement and Acceptance details, you will need your SRN or HIN, which is displayed at the top of this letter.
2. **PAPER** You can request a paper copy of the SPP Booklet and your personalised Application Form by contacting the Company Secretary, on andrew.metcalfe@respiri.co between 8.30am and 5.00pm (AEST) on Monday to Friday.

Please note that there may be some delays in delivery of the SPP Booklet and your personalised Application Form via post (including because of ongoing disruption caused by COVID-19). You are encouraged to access the SPP Booklet and your personalised Application Form online by following the instructions on the offer website.

The SPP is scheduled to close at 5.00pm (AEST) on Tuesday, 25 July 2023. Payment must be received before this time.

You should read the SPP Booklet carefully and in its entirety before deciding whether to participate in the SPP.

Key dates

Record Date (7:00pm AEST)	22 May 2023
Announcement of SPP Offer	23 May 2023
SPP Offer Opening Date and Shortfall Opening Date	30 June 2023
Dispatch of Offer document	3 July 2023
SPP Offer Closing Date (5:00 pm AEST)*	25 July 2023
Announce results of SPP Offer	28 July 2023
Allotment and Issue of New Shares and New Options under the SPP Offer*	8 August 2023
Dispatch of shareholder statements for SPP Offer	10 August 2023
SPP Shortfall Offer Closing Date	20 October 2023
Announce results of SPP Shortfall Offer	27 October 2023
Allotment and Issue of New Shares and New Options under the SPP Shortfall Offer*	7 November 2023
Dispatch of shareholder statements for SPP Shortfall Offer	9 November 2023

Action required by Eligible Retail Shareholders

Eligible Shareholders may participate in the SPP by:

- Submitting a BPAY payment if you are an Eligible Shareholder with a registered address in Australia.
- EFT details for New Zealand holders are not available through the offer website. This can be provided upon request by the shareholder.

RESPIRI

A Breath of Fresh Ideas



- Applying for the offer online through the website will provide personalised BPAY instructions only for Australian and New Zealand holders.

in accordance with the instructions provided online at www.computershare.com.au/rsh2023spp

If you are an Eligible Shareholder with a registered address in Australia and you do not have an account that supports BPAY transactions, please contact the Offer Information Line for further instructions.

Application Monies must be received before 5.00pm (AEST) on the Closing Date. Respiri reserves the right to close the SPP early or extend the SPP in its discretion.

Participation in the SPP is optional and Eligible Shareholders may elect to do nothing. If you choose to do nothing, you will continue to hold the same number of Respiri Limited Shares, however, your interest in Respiri will be diluted. Your right to participate in the SPP is not transferable.

As noted above, you may obtain a copy of the SPP Prospectus along with information about how to apply online at www.computershare.com.au/rsh2023spp

Enquiries

For further information on the SPP please visit our corporate website www.respiri.co/au, or contact the Company Secretary, on andrew.metcalfe@respiri.co between 8.30am and 5.00pm (AEST) on Monday to Friday, before the SPP closes at 5.00pm (AEST) on Tuesday, 25 July 2023. Alternatively, contact your stockbroker, accountant or other professional adviser.

Sincerely,

RESPIRI LIMITED
ABN: 98 009 234 173