

RESPIRI LIMITED

ACN 009 234 173

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Respiri Limited (**Respiri** or the **Company**) will be held on Wednesday 28 November 2018 at RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 at 10.00am (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

BUSINESS OF THE MEETING

ITEM 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

ITEM 2 - Resolution 1: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2018."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ITEM 3.1 – Resolution 2: Election of Director – Mr Mark Ziirsen

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

"That Mr Mark Ziirsen, being a Director who was appointed by the Directors on 30 May 2018 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a Director of the Company."

ITEM 3.2 - Resolution 3: Election of Director – Mr Brendan Mason

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

"That Mr Brendan Mason, being a Director who was appointed by the Directors on 30 May 2018 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a Director of the Company."

ITEM 3.3 - Resolution 4: Election of Director – Mr Mario Gattino

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

"That Mr Mario Gattino, being a Director who was appointed by the Directors on 14 December 2018 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a Director of the Company."

ITEM 3.4 - Resolution 5: Election of Director – Dr Thomas Duthy

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

"That Dr Thomas Duthy, being a Director who was appointed by the Directors on 22 October 2018 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a Director of the Company."

ITEM 4 – Resolution 6: Appointment of Auditor

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

“That, for the purposes of section 327B of the Corporations Act (Cth) and all other purposes, RSM be appointed as the auditor of the Company effective from the conclusion of this AGM and the Directors are authorised to agree their remuneration from time to time.”

ITEM 5 - Resolution 7: Ratify issue of Shares

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 for all other purposes, the Company ratifies issue of 37,500,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of the resolution in Item 5 by all persons and entities that subscribed for shares pursuant to this shares issue, as well as any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

ITEM 6 - Resolution 8: Ratify issue of Shares

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 for all other purposes, the Company ratifies issue of 2,500,000 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of the resolution in Item 6 by Fawker Capital and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

ITEM 7 - Resolution 9: Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a Special Resolution, without amendment:

“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (Additional Placement Securities).”

Voting Exclusion: The Company will disregard any votes cast in favour of Item 7 by a person who may participate in the issue of the Additional Placement Securities and a person who might obtain a benefit if Item 7 is passed, except a benefit solely in their capacity as a holder of Shares if the Resolution is passed and an associate of that person (or those persons).

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.

Important Note: The proposed allottees of any Additional Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Additional Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company as at 7:00pm (AEDT) on Monday 26 November 2018 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's full Annual Report may be accessed at our website www.respiri.co and clicking on the Investors tab.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the member.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Item 2 (Remuneration Report), where the Chairman is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chairman is to vote on Item 2, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for these items of business, even though Item 2 is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 10:00am (AEDT) on Monday 26 November 2018 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Security Transfer Australia Pty Ltd using the reply-paid envelope or PO Box 52, Collins Street West, VIC 8007. Please allow sufficient time so that it reaches Security Transfer Australia Pty Ltd by the Proxy Deadline;
- (ii) **By fax** to Security Transfer Australia Pty Ltd on 08 9315 2233 (within Australia) or +61 8 9315 2233 (outside Australia);
- (iii) **Online** via the Company's Share Registry website at www.securitytransfer.com.au; or
- (iv) **By hand delivery** to Security Transfer Australia at Level 9, Suite 913, 530 Little Collins Street, Melbourne, VIC 3000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Julian Rockett
Company Secretary
26 October 2018

Explanatory Notes

Notes on Business

ITEM 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001* Cth (**Corporations Act**) the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting.

The Financial Report contains the financial statements of Respiri Limited and its controlled entities.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Jeffrey Thomas & Partners, questions about the Audit Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2018, the preparation and content of the Audit Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Jeffrey Thomas & Partners in relation to the conduct of the audit.

ITEM 2 (Resolution 1) – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a remuneration report for the consideration of shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the board or the Company.

The objective of the Company's executive reward framework is to ensure the reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders and conforms with market practice for delivery of reward.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

Directors' Recommendation

The Board unanimously recommend that Shareholders vote in favour of this item.

ITEM 3.1 (Resolution 2) Election of Director – Mr Mark Ziirsen

In accordance with Clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting and is then eligible for election.

A summary of Mr Ziirsen's skills and experience are set out below.

Mr Mark Ziirsen is a former Director of Finance and IT, Asia Pacific at Cochlear Limited (ASX:COH) and Chief Financial Officer of Admedus Limited (ASX: AHZ). Mr Ziirsen is a highly strategic senior finance leader with proven commercial acumen. He brings a strong track record of delivering growth and significant improvement across multiple industry sectors and geographies in executive roles with market leading international organisations. His strong finance and operational credentials are complemented by extensive corporate finance, governance, risk management, strategy, M&A and investor relation skills. Mr Ziirsen holds a MBA, International business, B.Comm and CPA.

Having had regard to the ASX Principles, the Board considers Mr Ziirsen to be an independent director.

Directors' Recommendation

The Board unanimously (other than Mr Ziirsen) supports the election of Mr Ziirsen and recommends that Shareholders vote in favour of this item.

ITEM 3.2 (Resolution 3) Election of a Director – Mr Brendan Mason

In accordance with Clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting and is then eligible for re-election.

A summary of Mr Brendan Mason's skills and experience are set out below.

Mr Brendan Mason is a med-tech and China market entry specialist, leading Cochlear Limited (ASX:COH) entry into Greater China as General Manager from 2007 to 2014. Mr Mason was responsible for market development, sales, marketing, distribution, regulatory affairs, customer support, IP protection and clinical trials for the Greater China region. He oversaw rapid growth of the business through drivers that required funding and reimbursement, infrastructure development and increasing consumer awareness through managing key opinion leaders and key government stakeholders. Mr Mason holds an EMBA, Business Administration and Management and Post Graduate Diploma in Operations, Business Operations. He acts as Chairman and Member of the Company's Remuneration & Nomination Committee and Member of its Audit, Risk and Compliance Committee.

Directors' Recommendation

The Board unanimously (other than Mr Mason) supports the election of Mr Mason and recommends that Shareholders vote in favour of this item.

ITEM 3.3 (Resolution 4) Election of a Director – Mr Mario Gattino

In accordance with Clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting and is then eligible for re-election.

A summary of Mr Mario Gattino's skills and experience are set out below.

Mr Mario Gattino has over 25 years' experience in senior leadership positions within the medical industry. His track record in commercialising and managing sales of drug and medical device products in multiple countries will be invaluable in helping Respire achieve its commercial milestones. Mr Gattino has held senior leadership positions in Pfizer, one of the world's largest pharmaceutical companies in the USA and Europe. He is an expert in sophisticated stakeholder management, portfolio and business development via M&A and licensing, brand commercialisation, business innovation and profit generation. Other key roles he has held include Managing Director for Perrigo ANZ, a company that makes a wide range of consumer healthcare products, and was the key advisor to an in-vitro diagnostic start-up where he developed its global commercialisation strategy and successfully raised capital.

Directors' Recommendation

The Board unanimously (other than Mr Gattino) supports the election of Mr Gattino and recommends that Shareholders vote in favour of this item.

ITEM 3.4 (Resolution 5) Election of a Director – Dr Thomas Duthy

In accordance with Clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting and is then eligible for re-election.

A summary of Dr Thomas Duthy's skills and experience are set out below.

Tom is currently Founder and CEO of Nemean Group Pty Ltd, a boutique corporate advisory, investor relations and equity research firm. Prior to establishing Nemean, Tom was the Global Head of Investor Relations & Corporate Development at Sirtex Medical Limited (ASX:SRX). Sirtex is a global medical device player focused on the sale and development of innovative interventional oncology products and until prior to a takeover, was an S&P/ASX 200 Company. In September 2018, Sirtex was sold for A\$1.9 billion to a consortium led by CDH Investments, a China-based alternative asset manager with over US\$20 billion under management. The deal is the largest ever medical device transaction in Australia by value and a Top Ten Med Tech M&A deal globally over the last 12 months. The exit price represented a ten year average annual return of over 27% for investors. During his time at Sirtex, Tom was instrumental in developing corporate strategies designed to maximise shareholder value.

Prior to Sirtex, Tom spent ten years as a leading sell-side Healthcare & Biotechnology analyst at Taylor Collison Limited, focused mainly on small cap companies. During this time, approximately \$200 million in equity capital was

raised for selected portfolio companies and the research capability of the firm was highly regarded by institutional investors.

Tom holds a PhD (with commendation) from the University of Adelaide and an MBA from Deakin University. He is a Member of the Australian Institute of Company Directors (MAICD) and the Australasian Investor Relations Association (AIRA).

Directors' Recommendation

The Board unanimously (other than Dr Duthy) supports the election of Dr Duthy and recommends that Shareholders vote in favour of this item.

ITEM 4 (Resolution 6) Appointment of Auditor

Deloitte Touche Tohmatsu (**Deloitte**) is currently the Company's auditor. The Company's Directors consider that the appointment of a new auditor is appropriate. Deloitte agreed to resign as auditor with effect from the date of this AGM and has formally notified the Company of the resignation. The Company conducted a tender process to select a new auditor and, following this process, the Board recommends the appointment of RSM as the new auditor of the Company. Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Principal Asset Management Pty Ltd who is a member of the Company, nominating the proposed new auditor. A copy of this nomination is Attachment 1 to this Notice of Meeting. If Resolution 6 is passed, the appointment of the new auditor will take effect at the close of this AGM.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of this item.

ITEMS 5 & 6

Each of the resolutions described in Items 5 and 6, concern the ratification of securities, for the purposes of Listing 7.4. Therefore, the following listing rule summaries are relevant to each of Items 5 and 6.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX 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 ASX Listing Rule 7.1.

With respect to Items 5 and 6, the ratification by the shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required in the next 12 months without shareholder approval.

ITEM 5 (Resolution 7) – Ratify the issue of Shares

The resolution for Item 5 seeks shareholder ratification for the issue by the Company of 37,500,000 Shares (**Shares**) for consideration of \$0.08 per share on 18 April 2018 as a capital raising via a private placement (**Placement**) to sophisticated and professional investors being clients of Fawkner Capital.

Specific Disclosure of Information

ASX Listing Rule 7.5 requires that the following information be provided to shareholders in relation to the Placement Shares the subject of Resolution 7:

- (a) the total number of Shares issued by the Company was 37,500,000 Shares;
- (b) the Shares were issued at \$0.08 per Share;
- (c) the Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to certain professional and sophisticated investors, being clients of Fawkner Capital. No related parties of the Company participated in the placement;
- (e) the purpose of the issue was to provide the Company the financial capacity to progress to the launch of its second generation AirSonea® wheeze monitor; and
- (f) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution.

ITEM 6 (Resolution 8) – Ratify the issue of Shares

The resolution for Item 6 seeks shareholder ratification for the issue by the Company of 2,500,000 Shares (**Shares**) for nil consideration issued on 18 April 2018 as re remuneration for services as Lead Manager in connection with a capital raising via a private placement (**Placement**) to sophisticated and professional investors.

Specific Disclosure of Information

ASX Listing Rule 7.5 requires that the following information be provided to shareholders in relation to the Placement Shares the subject of Resolution 8:

- (a) the total number of Shares issued by the Company was 2,500,000 Shares;
- (b) the Shares were issued for nil consideration;
- (c) the Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to Fawkner Capital or their nominees. The recipients were not Related Parties of the Company;
- (e) the purpose of the issue was to provide the Company the financial capacity to progress to the launch of its second generation AirSonea© wheeze monitor; and
- (f) a voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution.

ITEM 7: Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

Background

Pursuant to Item 7 the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Additional Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Additional Placement Securities are to be issued is agreed, or if the Additional Placement Securities are not issued within five trading days of that date, the date on which the Additional Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (Additional 10% Placement). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Additional Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

The Directors unanimously recommend that Shareholders vote in favour of Item 7.

2.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 3 October 2018, the Company's market capitalisation was approximately \$43,551,257 based on the closing trading price on that date. The calculation of market capitalisation will be based on the closing price of the shares, on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not anticipated to be included in the S&P/ASX300 Index as at the time of the Annual General Meeting. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Item 7, the approval obtained will not lapse and the Company will still be entitled to issue the Additional Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Item 7 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Pursuant to Listing Rule 7.1A, no Additional Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder approval

The ability to issue the Additional Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(4) Formula for calculating Additional 10% Placement

Listing Rule 7.1A.2 provides that Eligible Entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

Where:

A is the number of ordinary securities on issue 12 months before the date of issue or agreement: (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;

(2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;

(3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and

(4) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that "A" 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 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(b) Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 473,383,224 Shares.

Subject to the other resolutions in this Notice being passed, the Company would have the capacity to issue the following Equity Securities immediately following the meeting:

(A) 71,007,484 Equity Securities under Listing Rule 7.1; and

(B) subject to Shareholder approval being obtained under this resolution, 47,338,322 Additional Placement Securities under Listing Rule 7.1A.

The actual number of Additional Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Additional Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

(c) Information to be given to ASX – Listing Rule 7.1A.4

If this resolution is passed and the Company issues any Additional Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

(1) a list of allottees of the Additional Placement Securities and the number of Additional Placement Securities allotted to each (this list will not be released to the market); and

(2) the following information required by rule 3.10.5A, will be released to the market on the date of issue:

(A) details of the dilution to the existing holders of Shares caused by the issue;

(B) where the Shares are issued for cash consideration, a statement of the reasons why the Company issued the Shares as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;

(C) details of any underwriting arrangements, including any fees payable to the underwriter; and

(D) any other fees or costs incurred in connection with the issue.

Specific information required by Listing Rule 7.3A

(a) Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Additional Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Additional Placement Securities are to be issued is agreed; or
- (2) if the Additional Placement Securities are not issued within five trading days of the date in paragraph (1) above, the date on which the Additional Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Additional Placement Securities.

(b) Risk of economic and voting dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 8 is passed and the Company issues the Additional Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 473,383,224 Shares. Should the number of Shares on issue remain the same, the Company could issue 47,338,322 Additional Placement Securities on the date of the meeting (however, it is important to note that the exact number of Additional Placement Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Additional Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Additional Placement Securities than it is on the date of the Meeting; and
- (2) the Additional Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue or the value of the Additional Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

Issued Share Capital	50% decrease in Market Price \$0.046			Current Market Price \$0.092			100% increase in Market Price \$0.184		
	10% Dilution	Voting	Capital Raised	10% Dilution	Voting	Capital Raised	10% Dilution	Voting	Capital Raised
Anticipated Issued Share Capital follow the meeting = 473,383,224 Shares									
	47,338,322		\$2,177,563	47,338,322		\$4,355,126	47,338,322		\$8,710,251
50% Increase in Share Capital = 710,074,836 Shares									
	71,007,484		\$3,266,344	71,007,484		\$6,532,689	71,007,484		\$13,065,377
100% Increase in Share Capital = 946,766,448 Shares									
	94,676,645		\$4,355,126	94,676,645		\$8,710,251	94,676,645		\$17,420,503

Assumptions and explanations

- The table assumes that there are 473,383,224 Shares on issue.
- Assumes a Market Price of \$0.092 based on the closing price of the shares on the ASX on 3 October 2018.
- The above table only shows the dilutionary effect based on the issue of the Additional Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The Company issues the maximum number of Additional Placement Securities.
- The issue price of the Additional Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Additional Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 28 November 2019. The approval under for the issue of the Additional Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Additional Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Additional Placement Securities, if undertaken, would be applied towards the

continued exploration and further technical studies on the Company's current assets and general working capital.

(e) Shares issued for non-cash consideration - Listing Rule 7.3A.4

The Company may issue Additional Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Additional Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Additional Placement Securities complies with Listing Rule 7.1A.3.

(f) Company's allocation policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Additional Placement Securities. The identity of the allottees of Additional Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Additional Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Additional Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Additional Placement Securities are issued as consideration, it is likely that the allottees of some of the Additional Placement Securities will be the vendors of the new assets or investments.

(g) Listing Rule 7.3A.6

The table below sets out the specific details for each issue of equity securities that has taken place in the 12-month period before the date of the AGM.

LR 7.3A.6(b)	Options
Name of persons who received securities or basis on which those persons were determined.	Leon L'Huillier, Mario Gattino, John Ribot-de-Bresac
Issue price and discount to market price (if any)	Nil
Date of issue, class and type of equity securities and number issued.	The securities were reported to be issued on 19 December 2017. The securities were all unlisted options. <ul style="list-style-type: none"> • 14,000,000 options • 12,000,000 options • 8,000,000 options
Summary of terms	Refer to the Explanatory Notes in the previous Notice of Annual General Meeting for the full terms and conditions. The major terms were: <ul style="list-style-type: none"> • \$0.03 – exercise price • Expiry dates: <ul style="list-style-type: none"> 31 December 2023 (14,000,000 options) 31 December 2024 (12,000,000 options) 31 December 2025 (8,000,000 options) <p>Note: on 6 July 2018, the Company announced that 14,000,000 the above options had expired or were not capable of being exercised. As such, the following options remain on foot.</p> <ul style="list-style-type: none"> • 6,000,000 options (expiring on 31 December 2023) • 6,000,000 options (expiring on 31 December 2024)

	<ul style="list-style-type: none"> • 8,000,000 options (expiring on 31 December 2025)
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LR 7.3A.6(b)	
Name of persons who received securities or basis on which those persons were determined.	<ol style="list-style-type: none"> 1. Fawkner Capital 2. Certain professional and sophisticated investors, being clients of Fawkner Capital.
Issue price and discount to market price (if any)	<ol style="list-style-type: none"> 1. Nil. 2. \$0.08 per share
Date of issue, class and type of equity securities and number issued.	<p>18 April 2018</p> <ol style="list-style-type: none"> 1. 2,500,000 fully paid ordinary shares 2. 37,500,000 fully paid ordinary shares
Summary of terms	Fully paid ordinary shares, that rank parri passu with other ordinary shares on issues.

(h) Voting Exclusion Statement

A voting exclusion statement is included in this Notice. At the date of the Notice, the proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Associate has the meaning given to that term in sections 10 and 11 and sections 13 to 17 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Respiri Limited (ACN 009 234 173).

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Placement Shares means the Shares issued to sophisticated and professional investors pursuant to Item 5.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

ATTACHMENT 1

To: The Company Secretary
Respiri Limited
Level 12, 225 George Street,
Sydney NSW 2000

Dear Sir

Respiri Limited ACN 009 234 173 ("Company") – notice of nomination of auditor

I am a member of the Company.

I nominate RSM as auditor of the Company.

This notice of nomination has effect for the purposes of section 328B of the Corporations Act 2001 (Cth) and for all other purposes.



Ben Richards, Director of member,
Principal Asset Management Pty Ltd

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RESPIRI LIMITED

ACN: 009 234 173

REGISTERED OFFICE:

C/- JEFFREY THOMAS & PARTNERS
PTY LTD
LEVEL 10, 446 COLLINS STREET
MELBOURNE VIC 3000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

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«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

RSH

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am AEDT on Wednesday 28 November 2018 at RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director - Mr Mark Ziirsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Ratify issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Mr Brendan Mason	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Ratify issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director - Mr Mario Gattino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director - Dr Thomas Duthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am AEDT on Monday 26 November 2018.

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My/Our contact details in case of enquiries are:

Name:

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Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. 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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

