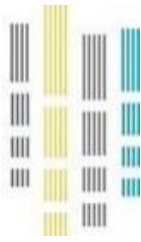


RESPIRI



RESPIRI LIMITED
ACN 009 234 173

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 20 November 2024

Time of Meeting:
10.00AM (AEDT)

Location:
Suite 1, Level 9, 432 St Kilda Road
Melbourne VIC 3004

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay.*

RESPIRI LIMITED

ACN 009 234 173

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Respiri Limited (the "Company") will be held at Suite 1, Level 9, 432 St Kilda Road Melbourne VIC 3004 on Wednesday, 20 November 2024 at 10.00am (AEDT) ("Annual General Meeting" or "Meeting").

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2024.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2024 be adopted."

Resolution 2: Election of Dr Tom Takubo as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Dr Tom Takubo, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 3: Re-election of Mr Marjan Mikel as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Marjan Mikel, who retires by rotation pursuant to the Constitution of the Company, Listing Rule 14.4 and for all other purposes and, being eligible, offers himself for re-election, be re-elected as a Director of the Company on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 4: Affirmation of Mr Nicholas Smedley as a Director of the Company

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Nicholas Smedley, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 5: Ratification and approval of prior issue of Shares

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

“That the prior agreement by the Company to issue 53,333,333 Shares at \$0.03 (3 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 6: Ratification and approval of prior issue of Shares

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

“That the prior agreement by the Company to issue 33,333,333 Shares at \$0.03 (3 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 7: Ratification and approval of prior issue of Shares

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

“That the prior agreement by the Company to issue 101,566,667 Shares at \$0.03 (3 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 8: Ratification and approval of prior issue of Shares

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

“That the prior agreement by the Company to issue 36,666,667 Shares at \$0.03 (3 cents) per Share to unrelated professional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 9: Ratification and approval of prior issue of Shares

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

“That the prior agreement by the Company to issue 35,555,555 Shares at \$0.045 (4.5 cents) per Share to unrelated institutional and sophisticated investors on the terms and conditions in the accompanying Explanatory Statement be approved and ratified for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Resolution 10: Appointment of Auditor

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

“That, William Buck Audit (Vic) Pty Ltd, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as auditor of the Company.”

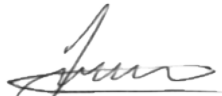
SPECIAL BUSINESS

Resolution 11: Approval of 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed for in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice.”

By order of the Board


Justin Mouchacca
Company Secretary

Dated: 21 October 2024

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Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Monday, 18 November 2024 at 10:00am (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email justin@jmc corp.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. How the Chairman will vote undirected proxies

Subject to the restrictions set out below, the Chairman of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

7. Voting Exclusion Statement:

The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member of the Key Management Personnel.

A vote may be cast as proxy by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolutions 2, 3, 4 and 11

There are no voting exclusions for Resolutions 2, 3, 4 and 11.

Resolutions 5 to 9

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 5 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (b) Resolution 6 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (c) Resolution 7 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (d) Resolution 8 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (e) Resolution 9 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10

If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, the Company will disregard any votes cast in favour of Resolution 10 by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this resolution is not required by Listing Rule 7.3A.7

8. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2024 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 8360 3321, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website www.respiri.co/au/ or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act 2001 requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that the In accordance with Division 9 of Part 2G.2 of the Corporations Act 2001, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "**Spill Resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a Spill Resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolutions 2 to 4: Director Elections

Interdependency

The Directors have determined to have their re-appointments or re-elections to the Company be inter-connected and conditional upon all of the Directors being re-appointed or re-elected. Resolution 2, Resolution 3 and Resolution 4 being the resolutions dealing with the re-election of each of the Directors, are collectively referred to as the "**Director Resolutions**". The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company's direction. Therefore, in order to facilitate execution of the Company's strategic objectives as efficiently as possible, the Directors wish to make their elections inter-conditional so as to ensure that they can continue working together and as a team or otherwise not all.

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed.

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In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company. In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

- a) the Directors will call a meeting within 90 days within the end of this Annual General Meeting (**Spill Meeting**).
- b) the Company will invite Shareholders to nominate persons for election as directors;
- c) all three existing Directors, Dr Tom Takubo, Mr Nicholas Smedley and Mr Marjan Mikel, will be put up for re-election on a conditional basis at the Spill Meeting;
- d) Dr Tom Takubo and Mr Marjan Mikel's appointments will automatically end with effect and from the close of this Meeting. Mr Nicholas Smedley will resign with immediate effect before the end of the Spill Meeting;
- e) if Mr Nicholas Smedley has his Director appointment affirmed by shareholders or Tom Takubo and Mr Marjan Mikel are re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time;
- f) resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution; and
- g) during the intervening period between the end of this Meeting and any Spill Meeting, pursuant to clause 15.8 of the Company's Constitution, the Company's Directors may act only for the purpose of increasing the number of Directors to the minimum required under

Resolution 2: Election of Dr Tom Takubo as a Director of the Company

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Tom Takubo was appointed as an additional Director of the Company on 13 December 2023 and has since served as a Director of the Company.

Under this Resolution, Tom Takubo seeks election as a Director of the Company at this AGM.

Dr Takubo was first elected West Virginia State Senator in January 2015. In this legislative role he sits on a number of committees including as Vice Chair of Senate Health and Human Resources and Senate Finance amongst others and has sponsored a number of Bills in his role as a legislator. Dr Takubo was re-elected to the Senate in November 2022.

Dr Takubo also holds the position of Executive Vice President of Provider Relations at West Virginia University (WVU) Health System where his clinical experience as a community-based Pulmonologist and Critical Care specialist provides strategic and practical insights into WVUHS clinical development direction and investments. He is responsible for helping build and manage new relationships and partnerships with external healthcare organizations and other businesses. He leads the development of innovative digital healthcare strategies for the organisation designed to introduce more effective, world leading healthcare aimed at improving patient health outcomes. WVUHS provides services throughout West Virginia, Ohio, Pennsylvania and Maryland and includes a network of hospitals with more than 1,800 beds and other health care institutions and services.

Dr Takubo also continues to practice medicine as the Chief of Pulmonary and Critical Care Medicine at Charleston Area Medical Center. This frontline experience and commitment to his patients, continues to help forge his understanding of the health care challenges and opportunities that exist in the United States.

Board Recommendation

The Board (with Dr Takubo abstaining) recommends that shareholders vote in favour of the election of Dr Takubo. The Chairman of the meeting intends to vote undirected proxies in favour of Dr Takubo 's election.

Resolution 3: Re-election of Mr Marjan Mikel as a Director of the Company

Background

The Company's Constitution and ASX Listing Rule 14.4 provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr Marjan Mikel was appointed a Director of the Company on 25 November 2019 and was last re-elected as a Director at the 2021 AGM. Under this Resolution, Mr Marjan Mikel retires by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Marjan is a highly experienced managing director and board member with a career spanning Australia, Europe and Japan, Marjan's focus has been in the healthcare industry, from pharmaceuticals and information services and technology to medical devices and sleep disorder solutions. He founded and subsequently sold Healthy Sleep Solutions after developing it into Australia's largest provider of home-based sleep diagnostic and treatment services, with Resmed Ltd as a joint venture/shareholder partner. Marjan has held a number of Board and advisory roles in public and private companies in the areas of healthcare, SaaS and medical devices.

Board Recommendation

The Board (with Mr Mikel abstaining) recommends that shareholders vote in favour of the re-election of Mr Mikel. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Mikel's re-election.

Resolution 4: Affirmation of Mr Nicholas Smedley as a Director of the Company

Mr Smedley seeks Shareholder affirmation of his appointment as Director of the Company by way of ordinary resolution. In the event that Mr Smedley's appointment is not affirmed by the Company, then he will resign from his Office as Director with immediate effect before the end of the Spill Meeting.

Mr Smedley was last re-elected on 15 November 2023 at the Company's 2023 Annual General Meeting.

Mr Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9bn defence of WMC Resources through to the investment of \$65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. Mr Smedley holds a Bachelor of Commerce degree from Monash University. Mr Smedley is also a Non-executive Director of AD1 Holdings Limited (ASX: AD1) and Executive Chair of Findi Limited (ASX:FND).

Board Recommendation

The Board (with Mr Smedley abstaining) recommends that shareholders vote in favour of the affirmation of Mr Smedley. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Smedley's re-election.

Resolution 5: Ratification and approval of prior issue of Shares

On 30 April 2024, the Company announced that it had received commitments from professional and sophisticated investors for a placement of 53,333,333 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per Share (**\$1.6m Placement Shares**) to raise \$1.6 million before costs.

The \$1.6m Placement Shares were issued on 18 June 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1A.

Resolution 5 seeks shareholder approval to ratify the prior issue of 53,333,333 \$1.6m Placement Shares to unrelated professional and sophisticated investors.

ASX Listing Rules

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

At the 2023 AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25% (**Placement Capacity**).

The issue of the \$1.6m Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the Placement Capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

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

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

If Shareholders approve Resolution 5, the \$1.6m Placement Shares the subject of Resolution 5 will no longer use the Placement Capacity available to the Company under Listing Rule 7.1A. If Shareholders do not approve Resolution 5, the \$1.6m Placement Shares the subject of Resolution 5 will continue to use the Placement Capacity available to the Company under Listing Rule 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 5 in accordance with ASX Listing Rule 7.5:

- The Company issued the \$1.6m Placement Shares to unrelated professional and sophisticated investors.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 53,333,333 fully paid ordinary shares.
- The \$1.6m Placement Shares were issued on 18 June 2024.
- The \$1.6m Placement Shares were issued for \$0.03 per \$1.6m Placement Share.
- Funds raised from the issue of \$1.6m Placement Shares the subject of this Resolution 5 have been and will be allocated towards financing the final payment(s) for acquiring Access Managed Services LLC (Access) and meeting the working capital needs to expedite the growth of the RPM business in the US – and for general working capital purposes.
- The \$1.6m Placement Shares were not issued under an agreement.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Ratification and approval of prior issue of Shares

On 5 June 2024, the Company announced that it had received commitments from professional and sophisticated investors for a placement of 33,333,333 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per Share (**\$1m Placement Shares**) to raise \$1 million before costs.

The \$1m Placement Shares were issued on 18 June 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1A.

Resolution 6 seeks shareholder approval to ratify the prior issue of 33,333,333 \$1m Placement Shares to unrelated professional and sophisticated investors.

ASX Listing Rules

A summary of the applicable ASX Listing rules is provided in the explanatory Statement to Resolution 5.

If Shareholders approve Resolution 6, the \$1m Placement Shares the subject of Resolution 6 will no longer use the Placement Capacity available to the Company under Listing Rule 7.1A. If Shareholders do not approve Resolution 6, the \$1m Placement Shares the subject of Resolution 6 will continue to use the Placement Capacity available to the Company under Listing Rule 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 6 in accordance with ASX Listing Rule 7.5:

- The Company issued the \$1m Placement Shares to unrelated professional and sophisticated investors.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 33,333,333 fully paid ordinary shares.
- The \$1m Placement Shares were issued on 18 June 2024.
- The \$1m Placement Shares were issued for \$0.03 per \$1m Placement Share.

- Funds raised from the issue of \$1m Placement Shares the subject of this Resolution 6 have been and will be allocated towards clients' patient profiling, segmentation, targeting and onboarding, the acceleration of the Company's "Clinic in Cloud" programs - that will rapidly expand the Company's RPM and expanded service business in the US – and for general working capital purposes which is forecast to provide sufficient funding to allow the Company to reach a monthly breakeven performance in late CY 2024.
- The \$1m Placement Shares were not issued under an agreement.
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Ratification and approval of prior issue of Shares

On 22 July 2024 and 30 July 2024, the Company announced that it had received commitments from professional and sophisticated investors for a placement of 101,566,667 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per Share (**\$3.047m Placement Shares**) to raise \$3.047 million before costs.

73,233,334 of the \$3.047m Placement Shares were issued on 6 August 2024 and the remaining 28,333,333 \$3.047m Placement Shares were issued on 9 August 2024. The \$3.047m Placement Shares were issued utilising the Company's placement capacity in accordance with ASX Listing Rules 7.1 and 7.1A.

Resolution 7 seeks shareholder approval to ratify the prior issue of 101,566,667 \$3.047m Placement Shares to unrelated professional and sophisticated investors.

ASX Listing Rules

A summary of the applicable ASX Listing rules is provided in the explanatory Statement to Resolution 5.

If Shareholders approve Resolution 7, the \$3.047m Placement Shares the subject of Resolution 7 will no longer use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A. If Shareholders do not approve Resolution 7, the \$3.047m Placement Shares the subject of Resolution 7 will continue to use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 7 in accordance with ASX Listing Rule 7.5:

- The Company issued the \$3.047m Placement Shares to unrelated professional and sophisticated investors.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 101,566,667 fully paid ordinary shares.
- 73,233,334 of the \$3.047m Placement Shares were issued on 6 August 2024 and the remaining 28,333,333 \$3.047m Placement Shares were issued on 9 August 2024.
- The \$3.047 m Placement Shares were issued for \$0.03 per \$3.047m Placement Share.
- Funds raised from the issue of \$1m Placement Shares the subject of this Resolution 7 have been and will be to fund the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud services and finalising the risk share capitated contracts currently underway.
- The \$3.047m Placement Shares were not issued under an agreement.
- A voting exclusion statement as set out in the Notice applies to Resolution 7.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

Resolution 8: Ratification and approval of prior issue of Shares

On 30 July 2024, the Company announced that it had received commitments from professional and sophisticated investors for a placement of 36,666,667 fully paid ordinary shares at an issue price of \$0.03 (3 cents) per Share (**\$1.1m Placement Shares**) to raise \$1.1 million before costs.

The \$1.1m Placement Shares were issued on 6 August 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1.

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Resolution 8 seeks shareholder approval to ratify the prior issue of 36,666,667 \$1.1m Placement Shares to unrelated professional and sophisticated investors.

ASX Listing Rules

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

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

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

If Shareholders approve Resolution 8, the \$1.1m Placement Shares the subject of Resolution 8 will no longer use the Placement Capacity available to the Company under Listing Rule 7.1. If Shareholders do not approve Resolution 8, the \$1.1m Placement Shares the subject of Resolution 8 will continue to use the Placement Capacity available to the Company under Listing Rule 7.1, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 8 in accordance with ASX Listing Rule 7.5:

- The Company issued the \$1.1m Placement Shares to unrelated professional and sophisticated investors.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 36,666,667 fully paid ordinary shares.
- The \$1.1m Placement Shares were issued on 6 August 2024.
- The \$1.1m Placement Shares were issued for \$0.03 per \$1.1m Placement Share.
- Funds raised from the issue of \$1.1m Placement Shares the subject of this Resolution 8 have been and will be to fund the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud (CiC) services and finalising the risk share capitated contracts currently underway.
- The \$1.1m Placement Shares were not issued under an agreement.
- A voting exclusion statement as set out in the Notice applies to Resolution 8.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 8.

Resolution 9: Ratification and approval of prior issue of Shares

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

The October Placement Shares were issued on or around 8 November 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1.

Resolution 9 seeks shareholder approval to ratify the prior issue of 35,555,555 October Placement Shares to unrelated institutional and sophisticated investors.

ASX Listing Rules

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

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to

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issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

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

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

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

- The Company issued the October Placement Shares to unrelated institutional and sophisticated investors.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 35,555,555 fully paid ordinary shares.
- The October Placement Shares were issued on or around 8 November 2024.
- The October Placement Shares were issued for \$0.045 per October Placement Shares.
- Funds raised from the issue of October Placement Shares the subject of this Resolution 9 have been and will be to fund the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud (CiC) services and finalising the risk share capitated contracts currently underway.
- The October Placement Shares were not issued under an agreement.
- A voting exclusion statement as set out in the Notice applies to Resolution 9.

Director recommendation

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

Resolution 10: Appointment of Auditor

RSM Partners ("**RSM Partners**") resigned as the Company's auditor. ASIC has consented to the resignation in accordance with section 329(5) of the Corporations Act (Act).

The Board had been satisfied with the services provided RSM Partners and thanks the auditor for their services rendered to the Company.

The Company has received a notice from More Capital Holdings Pty Ltd, being a shareholder, nominating William Buck Audit (Vic) Pty Ltd as the new auditor of the Company. In accordance with section 328B of the Corporations Act 2001, a copy of this notice of nomination of William Buck Audit (Vic) Pty Ltd is attached to this Notice of Meeting.

William Buck Audit (Vic) Pty Ltd (**William Buck**), has provided their consent in writing to act as auditor of the Company. William Buck confirms that it does not provide any services to the Company and the Company confirms that it is unaware of any matter or circumstances that would give rise to a conflict of interest situation, as defined in section 324CD of the Corporations Act, in relation to the Company.

The Board has also noted that William Buck is registered as an auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise and skill necessary to meet the Company's requirements. Consequently, subject to the Company receiving all necessary approvals from ASIC and shareholder approval at this shareholders' meeting, William Buck has been nominated and selected to become the new auditor of the Company.

The Directors unanimously recommend that shareholders vote in favour of this resolution to appoint William Buck as the Company's new auditor.

Recommendation

The directors believe that Resolution 10 is in the best interest of the Company and unanimously recommend that shareholders vote in favour of this resolution. The Chair of the meeting intends to vote all undirected proxies in favour of Resolution 10.

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Resolution 11: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% Placement Facility at its 2023 Annual General Meeting on 15 November 2023.

If shareholders approve Resolution 11 then the Company will be able to issue Equity Securities under the 10% Placement Facility for the 10% Placement Period (defined below). If shareholders do not approve Resolution 11 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it anticipates using the funds to either accelerate the work on its current projects, acquire new assets, or to meet additional working capital requirements.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares (ALR).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which 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:

$$(A \times D) - E$$

A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

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 Rule 7.1 or 7.4.

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

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

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

(e) *Nature and Consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 20 November 2024, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 20 November 2025 if shareholders approve Resolution 11;

- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:

- (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
- (ii) continued expenditure on the Company's current business and/or general working capital.

(d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity 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 of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at close of trade on 3 October 2024 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

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Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.021 50% decrease in Current Share Price	\$0.042 Current Share Price	\$0.084 100% increase in Current Share Price
Current Variable A 1,290,968,925 Shares	10% Voting Dilution	129,096,893 Shares		
	Funds raised	\$2,711,035	\$5,422,069	\$10,844,139
50% increase in current Variable A 1,936,453,388 Shares	10% Voting Dilution	193,645,339 Shares		
	Funds raised	\$4,066,552	\$8,133,104	\$16,266,208
100% increase in current Variable A 2,581,937,850 Shares	10% Voting Dilution	258,193,785 Shares		
	Funds raised	\$5,422,069	\$10,844,139	\$21,688,278

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is \$0.042 (4.2 cents), being the closing price of the Shares on ASX on 3 October 2024.

- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

Equity Issues over the Last 12 Months – Listing Rule 7.3A.6

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2023 AGM.

During the 12-month period preceding the proposed date of the Meeting, being on and from 20 November 2023, the Company issued a total of 105,927,666 Equity Securities (ordinary shares) under the Company's 10% Placement Facility under ASX Listing Rule 7.1A. The 105,927,666 Equity Securities issued under the 10% Placement Facility approved by shareholders at the 2023 Annual General Meeting issued during the 12 month period preceding the Meeting represent 8.40% of the total number of equity securities on issue in the Company (being 1,261,062,026 equity securities, comprising 1,011,932,941 ordinary shares, and 249,129,085 options) at the commencement of the 12 month period preceding the Meeting (being 20 November 2023).

Details as required by ASX Listing Rule 7.3A.6 for the issue are set out below:

1. **Date of issue** – 18 June 2024.
Number of securities issued – 53,333,333 fully paid ordinary shares.
Recipients – Professional and sophisticated investors.
Price - \$0.03 (3 cents).
Discount – The shares were issued at 15% premium to the closing price on the date of issue of \$0.027.
Total consideration – \$1,600,000 (before costs).
Use of consideration - funds raised from the placement have been and will be allocated towards financing the final payment(s) for acquiring Access Managed Services LLC (Access) and meeting the working capital needs to expedite the growth of the RPM business in the US.
2. **Date of issue** – 18 June 2024.
Number of securities issued – 33,333,333 fully paid ordinary shares.
Recipients – Professional and sophisticated investors.
Price - \$0.03 (3 cents).
Discount – The shares were issued at 15% premium to the closing price on the date of issue of \$0.027.
Total consideration – \$1,000,000 (before costs).
Use of consideration - funds raised from the placement have been and will be applied to recently announced contracted clients' patient profiling, segmentation, targeting and onboarding, the acceleration of the Company's "Clinic in Cloud" ("CiC") programs – that will rapidly expand the Company's RPM and expanded service business in the US – and for general working capital purposes.
3. **Date of issue** – 6 August 2024.
Number of securities issued – 19,261,000 fully paid ordinary shares.
Recipients – Professional and sophisticated investors.
Price - \$0.03 (3 cents).
Discount – The shares were issued at the closing price on the date of issue of \$0.03.
Total consideration – \$577,830 (before costs).
Use of consideration - funds raised from the placement have been and will be applied to the accelerated execution of the Company's US commercialisation strategy including patient recruitment and onboarding, its differentiating Clinic in Cloud (CiC) services and finalising the risk share capitated contracts currently underway.

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of any Equity Securities. Accordingly, no existing shareholder's votes will be excluded and there is no voting exclusion for Resolution 11 in the Notice.

Board Recommendation

The Board believes that Resolution 11 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 11;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement for Resolution 11;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2024;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chair** shall have a corresponding meaning;

“**CHES**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Respi Limited ABN 98 009 234 173;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Respi Limited for the financial year ended 30 June 2024 and which is set out in the 2024 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

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17 October 2024

Respiri Limited
Company Secretary
Suite 1, Level 9,
432 St Kilda Road
Melbourne VIC 3000

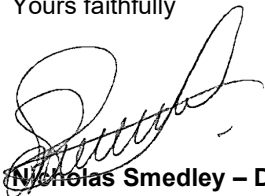
Dear Sirs

**NOTICE OF NOMINATION OF NEW AUDITOR IN ACCORDANCE WITH SECTION 328B OF
THE CORPORATIONS ACT 2001 | RESPIRI LIMITED**

I, the undersigned, being a shareholder of Respiri Limited, understand that the current auditor of the Company has tendered a notice of resignation to ASIC in accordance with section 329 of the Corporations Act 2001, with the resignation to take place at the next shareholders' meeting, subject to the approval of ASIC.

Consequently, I hereby give written notice pursuant to section 328B of the Corporations Act 2001, of the nomination of William Buck Audit (Vic) Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully



Nicholas Smedley – Director
More Capital Holdings Pty Ltd
Shareholder

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Need assistance?


Phone:

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


Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

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

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

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For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Respire Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Respire Limited to be held at Suite 1, Level 9, 432 St Kilda Road, Melbourne VIC 3000 on Wednesday, 20 November 2024 at 10:00am (AEDT) and at any adjournment or postponement of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

For personal use only

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Dr Tom Takubo as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Marjan Mikel as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Affirmation of Mr Nicholas Smedley as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional) By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number Email Address