

RESPIRI



Notice of Extraordinary General Meeting and Explanatory Memorandum

Company:	Respiri Limited ACN 009 234 173
Date of Meeting:	Wednesday 16 April 2025
Time of Meeting:	11.00am (Melbourne time)
Type of Meeting:	held as a virtual meeting

This is an important document. It should be read in its entirety.

If you are in doubt as to the course you should follow, consult your financial or other professional advisor.

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RESPIRI LIMITED

ACN 009 234 173

NOTICE OF GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of Respiri Limited (**Respiri** or the **Company**) will be held virtually via a webinar conferencing facility on Wednesday 16 April 2025 at 11:00 am (AEST) (**Meeting**).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your specialised proxy form.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

- When:** Wednesday 16 April 2025 at 11:00 am AEST
- Topic:** Respiri Limited – Extraordinary General Meeting
- Registration link:** https://us06web.zoom.us/webinar/register/WN_zbx11TzKTFqVImZxWCfZzw

Unless individual Shareholders have previously opted to receive hard-copy communications, the Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Respiri website at: <https://respiri.co/au/investor-centre/>.

Voting can be undertaken at any time up to 48 hours prior to the Meeting in accordance with the instructions on your Proxy form.

Further details in respect of the resolutions proposed in this notice of Meeting (**Notice**) are set out in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with, and forms part of, this Notice.

Please read this Notice carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the Proxy Form and Voting Instructions appended to this Notice. Voting prior to the meeting is encouraged.

AGENDA

A. ORDINARY BUSINESS

Resolution 1: Change of Company Name.

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

“That, for the purposes of purposes of sections 136(2) and 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s name be changed from ‘Respiri Limited’ to ‘Vitasora Health Limited’ and the Constitution of the Company be amended to reflect the change of name of the Company to ‘Vitasora Health Limited’ by changing all references to the name of the Company to Vitasora Health Limited, effective from when ASIC alters the details of the Company’s registration.”.

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

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A Voting Exclusion applies to this Resolution. Please see Part B below for further information.

Resolution 2: 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 67,481,250 Shares at \$0.04 (4cents) per Share to unrelated institutional, sophisticated and professional 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.

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part B below for further information.

Resolution 3: Approval to issue Tranche 2 Placement Shares

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 32,518,750 Shares to unrelated institutional, sophisticated and professional investors, as described in the Explanatory Statement which accompanied and formed part of this Notice.

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part B below for further information.

Resolution 4: Approval of Issue of Placement Shares to Mr Nicholas Smedley, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 875,000 Placement Shares to Mr Nicholas Smedley, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part B below for further information.

Resolution 5: Approval of Issue of Placement Shares to Mr Marjan Mikel, Director of the Company

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

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 875,000 Placement Shares to Mr Marjan Mikel, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice.

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

A Voting Exclusion applies to this Resolution. Please see Part B below for further information.

B. VOTING EXCLUSION STATEMENTS

Resolution 1 – Change of Company Name

There are no voting exclusions for Resolution 1.

Resolution 2 - Ratification and approval of prior issue of Shares

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved, or
- (b) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) 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
- (d) the chair of the meeting 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
- (e) 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 3 – Approval to issue Tranche 2 Placement Shares

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is 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 holder of ordinary securities in the entity), or any of their respective associates; or
- (b) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) 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
- (d) the chair of the meeting 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

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- (e) 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 4 - Approval of Issue of Placement Shares to Mr Nicholas Smedley, Director of the Company

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Nicholas Smedley (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates; or
- (b) an Associate those above persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) 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
- (d) the chair of the meeting 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
- (e) 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 5 - Approval of Issue of Placement Shares to Mr Marjan Mikel, Director of the Company

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Marjan Mikel (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates; or
- (b) an Associate those above persons.

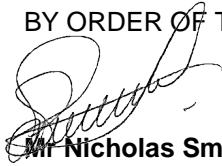
However, this does not apply to a vote cast in favour of a resolution by:

- (c) 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

- (d) the chair of the meeting 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
- (e) 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.

* * * * *

BY ORDER OF THE BOARD



Mr Nicholas Smedley

Chairman

Dated: 17 March 2025

The accompanying Explanatory Memorandum, Proxy Form and Voting Instructions form part of this Notice of Meeting.

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PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A Shareholder who is entitled to attend and vote at this Meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder is entitled to more than one vote.

Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

The proxy may, but need not, be a Shareholder of the Company.

Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged per the instructions on the appended proxy form.

The proxy form must be signed by the Shareholder (or in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the Meeting as your proxy.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this Meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

A proxy form is attached to the Notice of Meeting.

How the Chairman will vote undirected proxies

The Chairman of the Meeting intends to vote all available and undirected proxies FOR all Resolutions.

Proxies that are undirected on the Resolutions

If you appoint the Chairman of the Meeting as your proxy (or if he may be appointed by default), but you do not direct the Chairman how to vote in respect of the Resolution, your election to appoint the Chairman as your proxy will be deemed to constitute an express

authorisation by you directing the Chairman to vote FOR the Resolutions.

This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of the resolution even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company (or if the Company is part of a consolidated entity, for the entity) and accordingly your votes will be counted in calculating the required majority if a poll is called.

Corporate Representatives

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of section 1074D(2)(g)(i) of the Corporations Act and Regulation 7.11.37(3)(b) of the *Corporations Regulations 2001* (Cth), the Board has determined that Shareholders entered on the Company's Register of Members as at 11:00 am (AEST) on 14 April 2025 are entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the Meeting.

On a poll, Shareholders have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

In the case of joint holders of shares, if more than one holder votes at any Meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

Note that you can lodge your vote online at www.investorvote.com.au using the secure access information printed on your proxy form or by using your mobile device to scan the personalised QR code (also shown on your proxy form). Shareholders are encouraged to vote using this method.

For Intermediary Online subscribers (custodians) proxy forms can be lodged online by visiting www.intermediaryonline.com.

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RESPIRI LIMITED

ACN 009 234 173

**NOTICE OF EXTRAORDINARY GENERAL MEETING – EXPLANATORY
MEMORANDUM**

PURPOSE OF INFORMATION

This Explanatory Memorandum accompanies and forms part of the Company's Notice of Extraordinary General Meeting (**Notice**) to be held virtually via the webinar conferencing facility on Wednesday 16 April 2025 at 11:00 am (AEST) (**Meeting**).

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the Meeting. It is an important document and should be read carefully and in full. The Notice incorporates, and should be read together with, this Explanatory Memorandum.

VOTING BY PROXY

Voting can be undertaken at any time up to 48 hours *prior* to the Meeting in accordance with the instructions on your Proxy form.

HOW DO I VOTE IN THE MEETING ONLINE?

Shareholders must join the virtual meeting Platform to vote during the Meeting.

To register to join the meeting and vote during the meeting, registration is required at the following link: https://us06web.zoom.us/webinar/register/WN_zbx11TzKTFqVImZxWCfZzw

You can cast votes at the appropriate times while the meeting is in progress.

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1. Resolution 1: Change of Company Name.

Resolution 1 seeks the approval of shareholders for the Company to change its name to 'Vitasora Health Limited' and to make minor changes to the Constitution of the Company (**Constitution**) to reflect the change of name of the Company to Vitasora Health Limited.

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

If Resolution 1 is passed, the change of name and minor amendment to the Constitution will take effect when ASIC alters the details of the Company's registration.

If Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change, as well as an amended copy of the Constitution.

Resolution 1 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Board unanimously support the change of the Company's name and recommend shareholders vote in favour of Resolution 1.

2. Resolution 2: Ratification and approval of prior issue of Shares

On 3 March 2025, the Company announced that it had received commitments from institutional, sophisticated and professional investors for a placement of 100,000,000 fully paid ordinary shares at an issue price of \$0.04 (4 cents) per Share (**Placement Shares**) to raise \$4 million before costs.

Tranche 1 consisting of 67,481,250 Placement Shares were issued on or around 10 March 2025 utilising the Company's placement capacity in accordance ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**).

The Company is seeking Shareholder approval for 32,518,750 of Tranche 2 of Placement Shares pursuant to Resolution 3.

MST Financial Services Pty Ltd ("**MST**") acted as Lead Manager to the Placement and will receive capital raising fees equal to 6% of funds raised pursuant to the Placement.

Resolution 2 seeks shareholder approval to ratify the prior issue of 67,481,250 Tranche 1 Placement Shares to unrelated institutional, sophisticated and professional 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 2, the Tranche 1 Placement Shares the subject of Resolution 2 will no longer use the Placement Capacity available to the Company under Listing Rule 7.1. If Shareholders do not approve Resolution 2, the Tranche 1 Placement Shares the subject of Resolution 2 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 2 in accordance with ASX Listing Rule 7.5:

- (a) The Company issued the Tranche 1 Placement Shares to unrelated institutional, sophisticated and professional investors.
- (b) 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.
- (c) The number of securities issued by the Company was 67,481,250 fully paid ordinary shares.
- (d) The Tranche 1 Placement Shares were issued on or around 10 March 2025.
- (e) The Tranche 1 Placement Shares were issued for \$0.04 per Placement Share.
- (f) Funds raised from the issue of Tranche 1 Placement Shares the subject of this Resolution 2 have been and will be used to scale its clinical Care Coordinator, sales and account management teams to cater for the existing and expected growth in Accountable Care Organisations, Independent Physician Associations and other Healthcare Organisation customers. Respiri will also make investments in technology, marketing and customer engagement, in addition to general working capital and capital raising costs.
- (g) The Tranche 1 Placement Shares were not issued pursuant to a written agreement.
- (h) A voting exclusion statement as set out in the Notice applies to Resolution 2.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

3. Resolution 3: Approval to issue Tranche 2 Placement Shares

On 3 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 2 of this Notice.

Resolution 3 seeks the required Shareholder approval for the proposed issue of 31,825,000 Tranche 2 Placement Shares to unrelated institutional, sophisticated and professional investors.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting without using the Company's 15% Placement Capacity.

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The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. However, the issue of the Tranche 2 Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Company intends to issue the Tranche 2 Placement Shares to unrelated institutional, sophisticated and professional investors.
- (b) There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 3.
- (c) The number of securities to be issued is 32,518,750 fully paid ordinary shares (Tranche 2 Placement Shares).
- (d) The Tranche 2 Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- (e) The issue price of the Tranche 2 Placement Shares will be \$0.04 per Tranche 2 Placement Share.
- (f) Funds raised from the issue of Tranche 2 Placement Shares the subject of this Resolution 3 will be used to scale its clinical Care Coordinator, sales and account management teams to cater for the existing and expected growth in Accountable Care Organisations, Independent Physician Associations and other Healthcare Organisation customers. Respiri will also make investments in technology, marketing and customer engagement, in addition to general working capital and capital raising costs.
- (g) A voting exclusion statement as set out in the Notice applies to Resolution 3.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

4. Resolution 4: Approval of Issue of Placement Shares to Mr Nicholas Smedley, Director of the Company

On 3 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 2 of this Notice.

Resolution 4 seeks the required Shareholder approval for the proposed issue and allotment of 875,000 Placement Shares (**Smedley Shares**) to Mr Nicholas Smedley, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated

investors, raising \$35,000.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Nicholas Smedley is a director of the Company, Mr Nicholas Smedley is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Smedley Shares to Mr Nicholas Smedley (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Smedley Shares and will raise funds of \$35,000 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Smedley Shares and funds of \$35,000 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Smedley Shares to Mr Nicholas Smedley is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Company intends to issue the Smedley Shares to Nicholas Smedley, a Director of the Company (and/or his nominee(s)).
- (b) Mr Nicholas Smedley is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued is 875,000 Placement Shares, comprising the Smedley Shares.

- (d) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Smedley Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- (f) The Smedley Shares will be issued at \$0.04 (4 cents) per Smedley Share.
- (g) Funds raised from the issue of Placement Shares the subject of this Resolution 4 primarily be applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business opportunities.
- (h) The Smedley Shares are proposed to be issued to Nicholas Smedley, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Smedley Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Smedley.
- (i) A voting exclusion statement as set out in the Notice applies to Resolution 4.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Smedley Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Marjan Mikel, and Jonathan Adams) carefully considered the issue of the Smedley Shares to Mr Nicholas Smedley and formed the view that the giving of this financial benefit is on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Smedley Shares to Mr Nicholas Smedley fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Smedley Shares to Mr Nicholas Smedley requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board recommendation

The Directors (with Mr Nicholas Smedley abstaining) recommend that shareholders vote in favour of Resolution 4.

5. Resolution 5: Approval of Issue of Placement Shares to Mr Marjan Mikel, Director of the Company

On 3 March 2025, the Company announced a Placement the full details of which are outlined in Resolution 2 of this Notice.

Resolution 5 seeks the required Shareholder approval for the proposed issue and allotment of 875,000 Placement Shares (**Mikel Shares**) to Mr Marjan Mikel, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors, raising \$35,000.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (f) a related party;
- (g) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (h) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (i) an associate of a person referred to in (a) to (c) above; and
- (j) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Marjan Mikel is a director of the Company, Mr Marjan Mikel is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Mikel Shares to Mr Marjan Mikel (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Mikel Shares and will raise funds of \$35,000 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Mikel Shares and funds of \$35,000 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Mikel Shares to Mr Marjan Mikel is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The Company intends to issue the Mikel Shares to Marjan Mikel, a Director of the Company (and/or his nominee(s)).
- (b) Mr Marjan Mikel is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.

- (c) The number of securities to be issued is 875,000 Placement Shares, comprising the Mikel Shares.
- (d) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Mikel Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- (f) The Mikel Shares will be issued at \$0.04 (4 cents) per Mikel Share.
- (g) Funds raised from the issue of Placement Shares the subject of this Resolution 5 primarily be applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business opportunities.
- (h) The Mikel Shares are proposed to be issued to Marjan Mikel, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Mikel Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Mikel.
- (i) A voting exclusion statement as set out in the Notice applies to Resolution 5.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Mikel Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Nicholas Smedley, and Jonathan Adams) carefully considered the issue of the Mikel Shares to Mr Marjan Mikel and formed the view that the giving of this financial benefit is on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Mikel Shares to Mr Marjan Mikel fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Mikel Shares to Mr Marjan Mikel requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board recommendation

The Directors (with Mr Marjan Mikel abstaining) recommend that shareholders vote in favour of Resolution 5.

GLOSSARY

The following terms have the following meanings in the Notice:

“**A\$**” or “**AUD**” means Australian Dollars;

“**AEST**” means Australian Eastern Standard Time;

“**Associate**” has the meaning given to that term in the Corporations Act;

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

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” or “**Respiri**” means Respiri Limited ACN 009 234 173;

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

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

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

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

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Key Management Personnel**” means:

- (a) where the term appears in relation to a resolution under section 250R(2) of the Corporations Act, means members and former members of the key management personnel of the Company whose remuneration details are disclosed in the Remuneration Report; and
- (b) otherwise, has the same meaning as that term in the accounting standards;

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

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

“**Mikel Shares**” as defined in Resolution 5;

“**MST**” as defined in Resolution 2;

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

“**Placement Shares**” as defined in Resolution 2;

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

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

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

“**Shareholder**” means a holder of Shares;

“**Smedley Shares**” as defined in Resolution 4;

“**Tranche 1 Placement Shares**” as defined in Resolution 2; and

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

* * * * *

Shareholder communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist Respiri Limited with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, login to <https://www-au.computershare.com/Investor/#Home?cc=au> to select the communication options you would like to set to email.

You can make a standing election as to how you would like to receive certain documents including annual reports, meeting-related documents (for example notices of meeting and proxy/voting forms) and payment statements.

You can also make a one-off request to receive a document in physical or electronic form by contacting the registry on

Phone:

1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

Online:

www.investorcentre.com/contact

You will also be able to access Shareholder Documents such as our Annual Report, Notice of Meeting and other documents relating to shareholder meetings when they are published on our website or made available on the ASX platform.

RESPIRI

ABN 98 009 234 173



RSH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 14 April 2025.**

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:

XX

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Respiri 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 Extraordinary General Meeting of Respiri Limited to be held as a virtual meeting on Wednesday, 16 April 2025 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

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
Resolution 1 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification and approval of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Issue of Placement Shares to Mr Nicholas Smedley, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Issue of Placement Shares to Mr Marjan Mikel, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For personal use only

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)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

