

R H I N O M E D

NOTICE OF ORDINARY GENERAL MEETING

Date: 22 February 2018

Time: 9:30 am AEDT
(Registration from 9:15 am AEDT)

Location: 62 Lygon Street, Carlton, VIC.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

RHINOMED LIMITED

ACN: 107 903 159

NOTICE OF ORDINARY GENERAL MEETING

Notice is hereby given that an Ordinary General Meeting of Rhinomed Limited ACN 107 903 159 will be held at 62 Lygon Street, Carlton, Victoria on Thursday, 22 February 2018 at 9:30 am AEDT.

The attached Explanatory Statement is provided to supply Shareholders with information to enable them to make an informed decision regarding the Resolutions set out in this Notice of Meeting. The Explanatory Statement is to be read in conjunction with this Notice of Meeting.

1. Resolutions

Resolution 1 – Ratification of prior placement of Shares at \$0.15 per share to sophisticated and professional investors

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

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the issue of 23,400,894 Shares to sophisticated and professional investors, as referred to in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any person who participated in the issues of Shares and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 2 – Approval of issue of 500,000 Shares at \$0.15 per share to a director: Ron Dewhurst

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 500,000 Shares in the Company raising up to \$75,000, to Ron Dewhurst, a director of the Company, or his nominee, on the terms described in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast on Resolution by Ron Dewhurst and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approval of issue of 133,334 Shares at \$0.15 per share to a director: Michael Johnson

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 133,334 Shares in the Company raising up to \$20,000, to Michael Johnson, a director of the Company, or his nominee, on the terms described in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast on Resolution by Michael Johnson and any of his associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

2. Determination of voting entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on 2 business days before the meeting.

3. Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, will have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, will have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company not less than 48 hours prior to commencement of the Meeting as instructed on the Proxy Form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolutions 1, 2 and 3 provided that the proxy form authorises the Chairman to vote even though Resolution 2 is connected with the issue of 500,000 Shares to him.

A form of proxy accompanies this Notice. Further instructions are on the Proxy Form.

5. Questions and comments by Shareholders at the Meeting

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A handwritten signature in black ink, appearing to be 'P. Hains', with a stylized flourish.

Phillip Hains
Company Secretary
On behalf of the Board of Directors
Rhinomed Limited

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1 – Ratification of prior placement of Shares at \$0.15 per share to sophisticated and professional investors

Background

In December 2017, the Company completed a placement of 23,400,894 Shares, at \$0.15 per Share, to sophisticated and professional investors raising \$3,510,134 before costs (**Tranche 1 Placement**). The Tranche 1 Placement Shares were issued without prior Shareholder approval. 14,037,178 of those Shares were issued in accordance with ASX Listing Rule 7.1 and 9,363,716 Shares were issued in accordance with ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 & 7.4

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12 month period without the prior approval of Shareholders. In addition, at the Company's 2017 Annual General Meeting (AGM), the Company's shareholders approved a resolution pursuant to ASX Listing Rule 7.1A to allow the Company to issue a further 10% of the existing capital of the Company within a 12 month period.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 (or made under Listing Rule 7.1A) is treated as having been made with approval if the issue did not breach Listing Rule 7.1, and the shareholders of ordinary securities subsequently approve the issue. The issue of 23,400,894 Shares in December 2017 did not breach ASX Listing Rule 7.1 and the Company now seeks Shareholder ratification of the issue of those 23,400,894 Shares pursuant to ASX Listing Rule 7.4.

If Resolution 1 is approved, the prior issue of 23,400,894 Shares may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities, without the Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 and the 10% threshold for the purposes of ASX Listing Rule 7.1A.

Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

Number of securities issued	23,400,894 Shares.
The issue price of securities	\$0.150 per Share raising \$3,510,134
Terms of issue	The Shares issued were all fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.

Name of allottees or basis on which allottees were determined	The Shares were allotted and issued to sophisticated and professional investor clients of Bell Potter Securities Ltd.
Use of funds	Working capital purposes and to fund growth in product distribution.

Director's recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval of issue of 500,000 Shares at \$0.15 per share to a director: Ron Dewhurst

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give financial benefit to a related party of the public company, the public company or entity must:

1. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
2. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of shares to Ron Dewhurst constitutes giving a financial benefit and Ron Dewhurst is a related party by virtue of being a Director.

The Directors (other than Ron Dewhurst who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of shares to Ron Dewhurst because he will participate in the placement to sophisticated and professional investors at arm's length, on the same terms and at the same price as all non-related participants that participated in the Tranche 1 Placement referred to in the background to Resolution 1.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Ron Dewhurst.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

It is proposed that Shares be issued to Ron Dewhurst as part of the placement of Shares with sophisticated and professional investors conducted by the Company and referred to in the background to Resolution 1.

As mentioned above, the Board has formed the view that the issue of shares to Ron Dewhurst does not require Shareholder approval under section 208 of the Corporations Act, as Ron Dewhurst will participate in the placement at arm's length on the same terms and at the same price as all non-related participants who participated in the Tranche 1 Placement referred to in the background to Resolution 1.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	500,000 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	\$0.150 per Share raising \$75,000.
Terms of issue	The Shares issued will be fully paid ordinary Shares in the capital of the Company and will rank equally with all existing Shares on issue.
Persons to whom securities will be issued	Ron Dewhurst, a director of the Company, or his nominee.
Intended use of funds	Working capital purposes and to fund growth in product distribution.

Directors' recommendation

The Directors (with Ron Dewhurst abstaining) recommend you vote for this resolution.

Resolution 3 – Approval of issue of 133,334 Shares at \$0.15 per share to a director: Michael Johnson

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give financial benefit to a related party of the public company, the public company or entity must:

3. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
4. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of shares to Michael Johnson constitutes giving a financial benefit and Michael Johnson is a related party by virtue of being a Director.

The Directors (other than Michael Johnson who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of shares to Michael Johnson because he will participate in the placement to sophisticated and professional investors at arm's length on the same terms and at the same price as all non-related participants that participated in the Tranche 1 Placement referred to in the background to Resolution 1.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Michael Johnson.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

It is proposed that Shares be issued to Michael Johnson as part of the placement of Shares with sophisticated and professional investors conducted by the Company and referred to in the background to Resolution 1.

As mentioned above, the Board has formed the view that the issue of shares to Michael Johnson does not require Shareholder approval under section 208 of the Corporations Act, as Michael Johnson will participate in the placement at arm's length on the same terms and at the same price as all non-related participants who participated in the Tranche 1 Placement referred to in the background to Resolution 1.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	133,334 Shares.
Date of issue	If Shareholder approval is obtained, the issue of the Shares will occur no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	\$0.150 per Share raising \$20,000.
Terms of issue	The Shares issued will be fully paid ordinary Shares in the capital of the Company and will rank equally with all existing Shares on issue.
Persons to whom securities will be issued	Michael Johnson, a director of the Company, or his nominee.
Intended use of funds	Working capital purposes and to fund growth in product distribution.

Directors' recommendation

The Directors (with Michael Johnson abstaining) recommend you vote for this resolution.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight Savings Time.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company or Rhinomed means Rhinomed Limited (ACN 107 903 159).

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

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this Notice of Meeting.

Meeting means the Ordinary General Meeting of the Shareholders of the Company to be held on 14 February 2018, to which the Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 11 January 2018.

Resolution means a resolution referred to in the Notice of Meeting.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[BARCODE]

Holder Number:

HolderNumber

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

Vote by Proxy: RNO

Your proxy voting instruction must be received by **9.30am (AEDT) on Tuesday, 20 February 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT

Return your completed form:



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



IN PERSON

Automic Registry Services
Level 3, 50 Holt Street,
Surry Hills NSW 2010



EMAIL

hello@automic.com.au

Contact us – All enquiries to Automic:



WEBCHAT

<https://automic.com.au/>



EMAIL

hello@automic.com.au



PHONE

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1: Please appoint a Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Rhinomed Limited, to be held at **9.30 am (AEDT) on Thursday, 22 February 2018 at 62 Lygon Street, Carlton, Victoria 3053** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions

1. Ratification of prior placement of Shares at \$0.15 per share to sophisticated and professional investors
2. Approval of issue of 500,000 Shares at \$0.15 per share to a Director – Ron Dewhurst
3. Approval of issue of 133,334 Shares at \$0.15 per share to a Director – Michael Johnson

For

Against

Abstain

☐
☐
☐
☐
☐
☐
☐
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☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date ____/____/____

Email Address _____

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).





PO Box 2226, Strawberry Hills NSW 2012

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

hello@automic.com.au

www.automic.com.au

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

BARCODE

Holder Number

ELECT TO BE AN E-SHAREHOLDER

As part of the Company's commitment to improving Securityholder value and communication, we encourage you to elect to receive all Securityholder communications electronically. By choosing this option you will:

- Support the company that you hold an ownership in by helping us to reduce the thousands of dollars spent on printing and postage costs each year;
- Receive your investor communications faster and in a more secure way; and
- Help the environment through the need for less paper.

If you have any queries in relation to your shareholding, please contact Automic by telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) or by email at hello@automic.com.au.

The Board of Directors thank you for your support.

Yours sincerely,

Phillip Hains
Company Secretary

My email address is:

To update your details online, you can scan the below QR code with your tablet or mobile device or you can enter the following link into your browser <https://investor.automic.com.au/#/home>. Alternatively provide us with your email address in the space above and return this form to our share registry by email to hello@automic.com.au or by fax to +61 2 8583 3040

**A SIMPLE EXPERIENCE FOR
 MANAGING YOUR HOLDINGS
 ONLINE.
 REGISTER NOW AT:**

[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)



[DOWNLOAD THE QR READER APP ON YOUR SMARTPHONE OR
 TABLET, TO SIMPLY SCAN THE BARCODE ABOVE AND SET UP YOUR
 ONLINE ACCOUNT]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**
View holding balances, transactions and payment history