

# R H I N O M E D

## NOTICE OF 2016 ANNUAL GENERAL MEETING

**Date:** 8 November 2016

**Time:** 10:00 AM AEDT

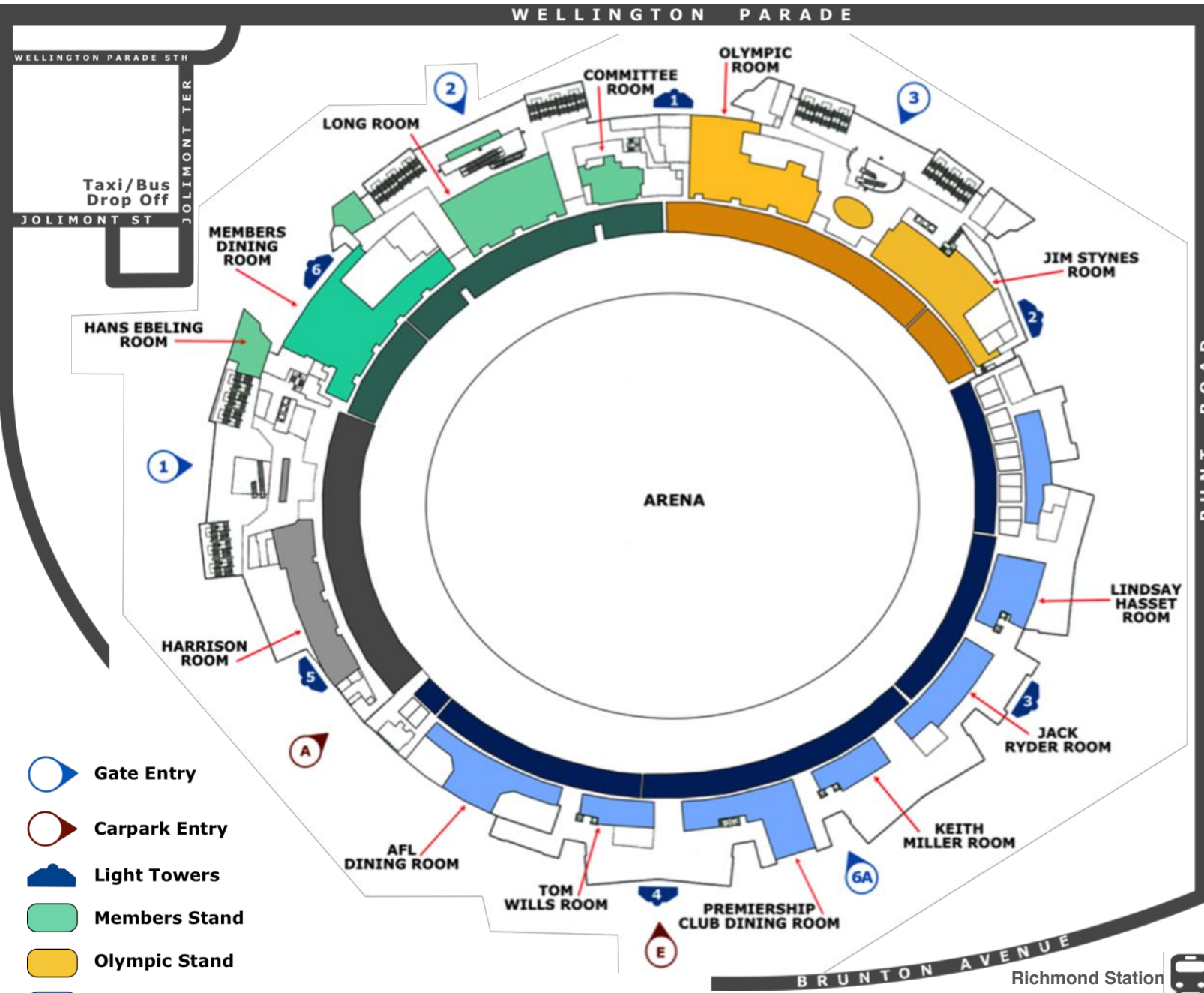
**Location:** Tom Wills Room in the Great Southern Stand (Level 2)  
Melbourne Cricket Ground, Brunton Avenue, East Melbourne,  
VIC.

*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.*



Pullman Hotel / Jolimont Station

WELLINGTON PARADE



-  Gate Entry
-  Carpark Entry
-  Light Towers
-  Members Stand
-  Olympic Stand
-  Southern Stand
-  Ponsford Stand

**Harrison Room Level 2**  
**Han Ebeling Room Level 2**  
**Executive Suite 79/80 Level 3**  
 Please use lifts 1,2,3 to access these rooms  
 MCG Parking – Entrance A of Brunton Avenue  
 Gate Entry – Gate 1

**Tower 6 Level 1**  
**Members Dining Room Level 2**  
**Long Room Level 2**  
**Committee Room Level 2**  
**Frank Grey Smith Level 3**  
 Please use lifts 5,6,7 to access these rooms  
 MCG Parking – Entrance A of Brunton Avenue  
 Gate Entry – Gate 2

**Stumps Tavern Level 1**  
**Olympic Room Level 2**  
**Jim Stynes Room Level 2**  
**Yarra Park Room Level 3**  
**National Sports Museum Level B1**  
 Please use lifts 9,10,11 to access these rooms  
 MCG Parking – Entrance A of Brunton Avenue  
 Gate Entry – Gate 3

**Lindsay Hassett Room Level 2**  
**Jack Ryder Room Level 2**  
**Keith Miller Room Level 2**  
**Premiership Club Level 2**  
**Tom Wills Room Level 2**  
**AFL Dining Room Level 2**  
 Please use lifts 14,15 to access these rooms  
 MCG Parking – Entrance E of Brunton Avenue  
 Gate Entry – Gate 6A

**IF COMING TO THE GROUND BY TRAIN – RICHMOND STATION**  
 Exit station, cross Punt road, walk towards the MCG via Brunton Ave, go up the stairs, enter at the above allocated room gate

**TRAIN – JOLIMONT STATION**  
**TRAM – FROM WELLINGTON PARADE**  
 Exit station, walk through the park towards the MCG, enter at the above allocated room gate

**TRAM FROM OLYMPIC PARK**  
 Get off at Rod Laver, walk up the ramp to footbridge to the MCG, enter at the above allocated room gate

**TAXI**  
 Ask to be dropped off at Jolimont Terrace and Jolimont St, enter at the above allocated room gate

**PUBLIC PARKING FACILITIES**  
 Federation Square – cnr Flinders & Swanston St  
 City Square – 202-208 Flinders Lane  
 MOPT - Entrance D off Olympic Boulevard  
 Metered parking in area – Jolimont St, Jolimont Terrace, Clarendon St

**BRUNTON AVENUE - Car parking**  
 Right hand turns into parking entrances are **ILLEGAL**



# RHINOMED LIMITED

ACN: 107 903 159

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2016 Annual General Meeting of Rhinomed Limited ACN 107 903 159 will be held in the Tom Wills Room in the Great Southern Stand (Level 2) of the Melbourne Cricket Ground on Tuesday, 8 November 2016 at 10:00am AEDT.

Where to go:

Tom Wills Room, Level 2  
Please use lifts 14,15 to access Tom Wills Room  
MCG Parking – Entrance E off Brunton Avenue  
Gate Entry – Gate 6A (between light towers 3&4)

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

### **1. Agenda for the Meeting**

#### **Financial statements and reports**

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2016.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's annual financial statements and reports.

The Company's auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Rhinomed Limited 2016 Annual Report can be viewed online at the Company's website [www.rhinomed.global](http://www.rhinomed.global) on the "Annual Reports" page under "Investor Information".

#### **Resolution 1 - Adoption of Remuneration Report**

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2016 included in the Directors' Report, which is attached to the Company's annual financial report as required under section 300A of the Corporations Act, be adopted by the Company."*

**Voting Exclusion Statement:** In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (Excluded Persons). However, the Company need not disregard a vote if:

- it is cast by an Excluded 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 a direction on the proxy form to vote as the proxy decides.

## **Resolution 2 – Re-election of Brent Scrimshaw as a Director**

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

*“That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Brent Scrimshaw, a Director who retires by rotation, and being eligible, is re-elected as a Director of the Company.”*

## **Resolution 3 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

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

*“That, pursuant to and in accordance with 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 the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a 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 recognized 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 6 November 2016.

## **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, shall 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, shall 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 by 10:00 a.m. AEDT on 6 November 2016:

- by mail to the Company at PO Box 8694, Armadale, VIC, 3143;
- personally to the Company at Suite 1, 1233 High St, Armadale, VIC, 3143; or
- by facsimile to +61 (03) 9822 7735.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 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 Chairman will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolution 1 provided that the proxy form authorises the Chairman to vote even though Resolution 1 is connected with the remuneration of key management personnel.

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 reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to HLB Mann Judd if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2016. Relevant written questions for HLB Mann Judd must be received by the Company no later than 10:00am AEDT on 1 November 2016. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.



Justyn Stedwell

**Joint 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.

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

### **Resolution 1: Adoption of remuneration report**

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2016.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act requires a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report and provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2017 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company's 2016 Annual Report which can be viewed online at the Company's website, [www.rhinomed.global](http://www.rhinomed.global).

### **Resolution 2: Re-election of Brent Scrimshaw as a Director**

In accordance with clause 11.3 of Constitution, Brent Scrimshaw, a Director who retires by rotation at the close of this Annual General Meeting, offers himself for re-election as a Director.

Mr. Scrimshaw brings a unique understanding of the requirements of building disruptive brands and businesses worldwide. During a 19-year career with Nike Inc. where he became Vice President and Chief Executive of Western Europe and a member of the global corporate leadership team, he was responsible for many of Nike's major growth and brand strategies. He is also a director of Director of Catapult Sports International (ASX:CAT).

#### **Director's recommendation**

All of the non-associated Directors recommend that shareholders vote in favour of Resolution 2.

## **Resolution 3 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

### **ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' 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 Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% (Up to 10% pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1) of the Company's issued share capital. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

### **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 x D) – E**

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is 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.

## **ASX Listing Rule 7.3A**

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 8 November 2017; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new biotechnology assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital purposes, to fund the continued development and commercialisation of the Company's product range and/or to fund the acquisition of new biotechnology assets.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the 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 rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Table 1 shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

Table 1 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

**Table 1**

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.01 50% decrease in Issue Price	\$0.02 Current Issue Price	\$0.04 100% increase in Issue Price
Variable A - 814,234,009 Shares	10% Voting Dilution	81,423,400 Shares	81,423,400 Shares	81,423,400 Shares
	Funds Raised	\$814,234	\$1,628,468	\$3,256,936
50% increase in Variable A - 1,221,351,014 Shares	10% Voting Dilution	122,135,101 Shares	122,135,101 Shares	122,135,101 Shares
	Funds Raised	\$1,221,351	\$2,442,702	\$4,885,404
100% increase in Variable A - 1,628,468,018 Shares	10% Voting Dilution	162,846,801 Shares	162,846,801 Shares	162,846,801 Shares
	Funds Raised	\$1,628,468	\$3,256,936	\$6,513,872

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue as at 14 September 2016.

- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only Shares.
- The Current Issue Price of \$0.02 was the most recent price of Shares as traded on ASX as the time of preparing this Notice (14 September 2016). This price may fluctuate between the time of preparing this Notice and the date of the Meeting and the date that any Shares are issued by the Company pursuant to ASX Listing Rule 7.1A.

The Company previously obtained approval for the Additional Placement Capacity at its 2012, 2013, 2014 and 2015 Annual General Meetings.

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

#### **Director's recommendation**

All of the Directors recommend that shareholders vote in favour of Resolution 3.

#### **Issues of Equity Securities in the 12-month period before the date of the Meeting**

In the 12 months prior to the Meeting, the Company has issued 228,564,602 equity securities representing 26.65% of equity securities on issue 12 months prior to the Meeting.

The information in the below table is provided in accordance with ASX Listing Rule 7.3A.6 (b).

Date of Issue	Number of equity securities	Class of equity security	Issue Price	Closing Price*	Discount / Premium#	Issued to / basis of issue	Cash / Non-Cash	Funds Raised	Use of funds or if non-cash then value
23/12/15	769,230	Unlisted Options Exercise Price: \$0.065 Expiry: 30/4/19	Nil	N/A	N/A	Issued under ESOP	Non-Cash	Nil	The 769,230 Options were valued at \$12,307 in the Company's 2016 Annual Financial Report.
23/12/15	4,687,500	Ordinary Shares (RNO)	\$0.032	\$0.029	10% Premium	Sophisticated / Professional Investors	\$150,000	Nil	After cost proceeds have been spent on working capital, product development and commercialization.
11/04/16	18,000,000	Unlisted Options Exercise Price: \$0.065 Expiry: 11/4/19	Nil	N/A	N/A	Issued under ESOP	Non-Cash	Nil	The 18,000,000 Options were valued at \$108,000 in the Company's 2016 Annual Financial Report.
11/04/16	139,583,340	Ordinary Shares (RNO)	\$0.024	\$0.023	4% Premium	Sophisticated / Professional Investors	Cash	\$3,350,000	To date, of the funds raised, approximately \$2,800,000 of after cost proceeds have been spent on working capital, product development and commercialization costs. The remaining funds will be used for working capital and product development and commercialization.
20/05/16	55,524,532	Ordinary Shares (RNO)	\$0.024	\$0.022	9% Premium	Sophisticated / Professional Investors & Share Purchase Plan participants.	Cash	\$1,332,588	Proceeds will be used for working capital and product development and commercialization.
20/05/16	10,000,000	Unlisted Options Exercise Price: \$0.0674 Expiry: 30/4/19	Nil	N/A	N/A	Issued to an associated entity of Chairman, Ron Dewhurst, as approved by shareholders.	Non-Cash	Nil	The 10,000,000 Options were valued at \$58,000 in the Company's 2016 Annual Financial Report.

\* Closing Price: Closing price of security as traded on ASX on date of issue.

# Discount / Premium: Discount / premium of Issue Price to Closing Price.

## GLOSSARY

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

**AEDT** means Australian Eastern Daylight Savings Time.

**ASIC** means the Australian Securities and Investments Commission.

**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).

**Constitution** means the Company's constitution.

**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 2016 Annual General Meeting of the Shareholders of the Company to be held on 8 November 2016, to which the Notice of Meeting and Explanatory Statement relate.

**Notice of Meeting** means this notice of meeting of the Company dated 28 September 2016.

**Resolution** means a resolution referred to in the Notice.

**Option** means an option to acquire a Share

**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.

## RNO

Holder Number:

## Vote by Proxy

**STEP 1: Please appoint a Proxy**

### Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10.00 am (AEDT) on Tuesday, 8 November 2016 at Tom Wills Room in the Great Southern Stand (Level 2), Melbourne Cricket Ground, Brunton Avenue, East Melbourne, Victoria 3002** 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.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**STEP 2: Voting Direction**

#### Resolutions

- 1 Adoption of Remuneration Report
- 2 Re-election of Brent Scrimshaw as a Director
- 3 Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

**For    Against    Abstain**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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**

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date    /    / 2016

Email Address \_\_\_\_\_

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (AEDT) on Sunday, 6 November 2016, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**  
Rhinomed Limited  
PO Box 8694  
Armadale VIC 3143

 **BY HAND**  
Rhinomed Limited  
Suite 1, 1233 High Street, Armadale VIC 3143

 **BY FAX**  
+ 61 (03) 9822 7735

### YOUR NAME AND ADDRESS.

This is your name and address 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 on 1300 288 664 or you may copy this form.

### 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.