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Adopted by Board Resolution on: 15 October 2020
Last reviewed: 13 October 2020

SECURITIES TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in Rhinomed Limited ('the Company') by its Directors, employees and consultants.

Directors, employees and consultants are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Directors and employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act.

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries including Shares and Options to acquire Shares in the Company.

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- a) That person possesses information, which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie, information that is 'price sensitive');
- b) And that person:
 - I. Buys or sells securities in the Company; or
 - II. Procures someone else to buy or sell securities in the Company; or
 - III. Passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

R H I N O M E D

3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information, which, if made available to the market, may be likely to affect materially the price of the Company's securities:

- a) The Company considering a major acquisition or disposal of assets;
- b) The threat of major litigation against the Company;
- c) The Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- d) A material change in debt, liquidity or cash flow;
- e) A significant new development proposal ie, new product or technology;
- f) The granting (or loss) or a major contract;
- g) Management or business restructuring proposal; and
- h) A share issue proposal.

3.3 Dealing through third parties

A person does not need to be a Director, employee or consultant of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors, employees and consultants through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "Associates" in these guidelines).

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General Rule

Directors, employees or consultants are not permitted to buy or sell Company securities during the following periods:

- a) From the time when the Company's Audit Committee Papers in relation to the

R H I N O M E D

Company's Half Year Accounts are circulated to the Audit Committee until 1 hour following the release of the Company's Half Year Accounts to ASX.

- b) From the time when the Company's Audit Committee Papers in relation to the Company's Preliminary Final Report are circulated to the Audit Committee until 1 hour following the release of the Preliminary Final Report to ASX.
- c) In the 24 hours prior to the release of the Company's Appendix 4C (Quarterly Cash Flow Report) to ASX until 1 hour following the release of the Company's Appendix 4C.
- d) Any other time the Board decides.

The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period.

If a Director, employee or consultant of the Company is in possession of price sensitive information, which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

4.2 No short-term trading in the Company's securities

Directors, employees and consultants should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information that is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 Exceptions

1. Directors, consultants and all employees may at any time:
 - I. Acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - II. Acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - III. Acquire Company securities under a dividend reinvestment, or top-up plan that is

R H I N O M E D

available to all holders or securities of the same class;

- IV. Acquire, or agree to acquire or exercise options under a Company share option plan;
- V. Withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan; and
- VI. Acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme.

Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider-trading laws.

4.5 Notification of periods when Directors and employees can trade

The Company Secretary will notify all Directors and employees of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

Any Director wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior clearance of the Chairman or the Board before doing so.

If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities the Chairman must obtain the prior clearance of the CEO, Deputy Chairman or the Board before doing so.

Any first or second line reports of the Chief Executive Officer wishing to buy, sell or exercise rights in relation to the Company's securities must obtain his prior approval before doing so.

Any employee wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the Chief Executive Officer's approval before doing so.

Procedure for obtaining and granting approval:

The requester must submit a request in writing (which can be by email). Approval, if granted, must be in writing (which can be by email). Approval once granted lasts for

R H I N O M E D

the lesser of 7 days or until a blackout period commences.

All trading by Directors, employees and consultants will be recorded in the trading register.

Any Director, employee or consultant who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring. This notification obligation operates at all times but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6. ASX AND OTHER SECURITIES EXCHANGES NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by ASX.

7. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these Guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

8. ACKNOWLEDGEMENT

Directors, employees and consultants are requested to acknowledge this security trading policy and return in writing (which can be by email) the acknowledgement to the compliance manager.

Directors, employees and consultants acknowledge that this policy should be read in conjunction with the Company's continuous disclosure policy.

9. ADDITIONAL INFORMATION

If you have any questions arising from these guidelines, you may contact the Company Secretary

Sean Slattery
Company Secretary
Phone: +61 (0) 3 8416 0900