



RESPIRI LIMITED SHARE TRADING POLICY

10 March 2023

1. INTRODUCTION

- 1.1. The Corporations Act prohibits the trading in shares, options and other securities (“securities”) of a company by any person who is in possession of undisclosed price sensitive information regarding the Company. The Corporations Act imposes substantial penalties on persons who breach those provisions.
- 1.2. This policy regulates dealings by the Designated Persons in Securities in Respiri Limited and its related entities (“Respiri Limited”) or outside companies about which they acquire undisclosed price-sensitive information (“inside information”) through their position with Respiri Limited.

2. PURPOSE

- 2.1. The purpose of this policy is to ensure that Respiri Limited’s directors, officers, consultants, advisers, senior management and other employees (“Respiri Limited persons”) are aware of and abide by the legal restrictions on trading securities while in possession of inside information.
- 2.2. This policy is designed to ensure that public confidence in Respiri Limited is maintained. It would be damaging to Respiri Limited's reputation if the market or the general public perceived that employees might be taking advantage of their position to make financial gains (by dealing in securities on the basis of confidential information). Respiri Limited persons should consider the impact on Respiri Limited’s reputation before entering into any dealing in Respiri Limited securities and should not proceed with any dealing they believe could adversely affect public confidence in Respiri Limited.

3. SUMMARY OF THIS POLICY

- 3.1. This policy summarises the law relating to insider trading and sets out Respiri Limited’s (Respiri or Company) trading policy on buying and selling securities of the

Company including shares, options, rights to subscribe for shares in the Company, or debentures of the Company, derivatives and any other financial products of Karoon which are able to be traded on a financial market (Securities).

3.2. Respi Limited persons must not deal in Respi Limited Securities if they are aware of or are in possession of undisclosed information concerning it that a reasonable person would expect to have a material effect on the price or the value of the Company's Securities.

3.3. Additional restrictions apply to "Designated Persons" which includes the following:

- (a) the directors and senior executive officers (who have authority and responsibility for planning, directing and controlling Company activities) and other key management personnel (together Key Management Personnel) of Respi.
- (b) all employees of the Company.
- (c) all Company contractors; and
- (d) any other person nominated by the Chairman or the Company Secretary.

3.4. Closed Period

Specifically, Designated Persons are not permitted to trade in Respi Limited Securities during the following "**closed periods**":

- (a) 30 days prior to the date upon which the Company's half yearly results announcement is released to the market (following its lodgement with ASX) until the commencement of trading the day after the announcement is released to the market.
- (b) 30 days prior to the date upon which the Company's annual results announcement is released to the market (following its lodgement with ASX) until the commencement of trading the day after the announcement is released to the market.
- (c) The period from the close of trading 14 days before the Company's annual general meeting until the commencement of trading the day after the Company's annual general meeting; and
- (d) 14 days prior to the date upon which the Company's quarterly exploration activity report and Appendix 4C of the Company "quarterly report" is released to the market (following its lodgement with ASX) until the commencement of trading the day after the announcement is released to the market.

The Chairman or the Company Secretary may specify additional periods when Designated Persons are prohibited from trading. These additional periods together with the closed periods are the “**prohibited periods**”.

All these periods are "closed periods" within the meaning of ASX Listing Rule 12.12.

Designated Persons are not permitted to elect to participate in share plans inside a Closed Period (unless participation is made conditional upon shareholder approval).

The above restrictions also apply to Designated Person’s immediate family or other related parties.

Key Management Personnel ("KMP") must seek approval before trading in Securities, even in a trading window. This is discussed in more detail below.

4. INSIDER TRADING

No person who has inside information about a company may:

- i. buy or sell securities in a company, or enter into an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire, or dispose of securities.
- ii. encourage someone else to deal in securities in that company; or
- iii. directly or indirectly provide that information to another person where they know, or ought to know, that the person is likely to deal in securities or encourage someone else to deal in securities of that company.

These restrictions apply to all securities, not just Respiri Limited's securities.

Respiri Limited Designated Persons must not communicate price-sensitive information or cause that information to be communicated to another person other than for Respiri Limited's business purposes, and then only subject to appropriate confidentiality arrangements.

5. RESTRICTIONS ON TRADING

- 5.1. Sections 5.3, 5.4, 5.5 and 5.6 of this policy apply only to Respiri Limited's directors, the Managing Director/CEO ("CEO"), Chief Financial Officer ("CFO"), direct reports to the CEO and CFO, employees having regular access to confidential communication (including but not limited to Respiri Limited business unit or consolidated monthly management reports and forecasts), and such other persons as the CEO nominates (each a "Designated Person").
- 5.2. Sections 5.3, 5.4 and 5.6 also apply to trading by close family members or entities who a Designated Person may control or influence (a "Connected Person").
- 5.3. Designated Persons must take appropriate steps to ensure that their Connected Persons do not breach this policy.
- 5.4. Subject to the clearance process set out in section 5.5, and unless otherwise authorised by the Board, each Designated Person and their Connected Persons, may only buy or sell Respiri Limited's Securities during a period that is not designated a prohibited period as referred to in section 3.4.
- 5.5. Additionally, clearance requirements apply to Directors of Respiri Limited, the CEO and CFO ("KMP"). A KMP must obtain clearance for any proposed dealings in Respiri Limited's securities and the following principles will apply:
- i. Company directors (other than the Chairman) must advise and obtain clearance from the Chairman (or his/her delegate) of a proposed trade in Respiri Limited's securities prior to any trade and confirm they are not in possession of any unpublished price-sensitive information.
 - ii. Company's Chairman must advise and obtain clearance from a majority of other directors of a proposed trade in Respiri Limited's securities prior to any trade and confirm they are not in possession of any unpublished price-sensitive information.
 - iii. All other KMP must advise and obtain clearance from the Company Secretary of a proposed trade in Respiri Limited's securities, prior to any trade and confirm they are not in possession of any unpublished price sensitive information.
 - iv. A request for clearance to trade will be answered as soon as practicable.
 - v. Any clearance to trade can be given, refused, or have conditions imposed on the dealing by the approver in their discretion.

- vi. The approver may consult with other directors or members of management in order to determine whether there is a legal or reputational reason why the trade should not occur.
- vii. Clearance to trade will only be effective for 5 business days, following which the ability to trade ceases and a new clearance must be obtained.
- viii. A KMP must promptly notify the Company Secretary in writing of any dealings in Respiri Limited's Securities, ideally by close of business on the day of the trade.

5.6. In exceptional circumstances, for example, in the case of financial hardship or compulsion by court order, the CEO (or, in the case of directors, the Chairman) has discretion to grant clearance to deal in Respiri Limited's Securities during a closed period. Such clearance must be given in writing prior to the relevant dealing and following such inquiries as the approver thinks necessary. There is no discretion to grant clearance for dealings by any person in possession of inside information.

5.7. Designated Persons are prohibited from:

- i. dealing at any time in financial products such as options, warrants, derivatives, futures or other financial products issued over Respiri Limited's Securities by third parties such as banks, and other institutions;
- ii. entering into transactions in products associated with Respiri Limited's Securities which operate to limit the economic risk of their security holding in Respiri Limited (e.g. hedging arrangements) including Respiri Limited Securities held beneficially (including, for example, in trust or under any Respiri Limited incentive plan) on that person's behalf; and
- iii. engaging in short-term (less than 90 days) or speculative trading of Respiri Limited's Securities at any time.

6. DEALINGS EXCLUDED FROM THIS POLICY

Sections 5.3 to 5.5 of this policy do not apply to:

- i. subject to section 7, an acquisition of securities under an employee incentive scheme or dividend
- ii. Reinvestment Plan operated by Respiri Limited.
- iii. an acquisition or disposal of securities under a takeover or corporate action open to all shareholders (e.g.: pro-rata rights issues, share purchase plan or equal access buy-back).

- iv. dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of securities already held into a superannuation fund or trust of which the Designated Person or Connected Person is a beneficiary); and
- v. trading under a pre-approved non-discretionary trading plan, where the Designated Person or Connected Person does not enter into the plan or amend the plan during a closed period, the plan does not permit the Designated Person or Connected Person to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a closed period, other than in exceptional circumstances.

However, such dealings remain subject to the insider trading rules summarised in Section 4.

7. SHARE PLANS AND DIVIDEND REINVESTMENT PLAN

Designated Persons may only make application to join, withdraw from, or vary their participation in any Respiri Limited Dividend Reinvestment Plan or participate, or alter the basis of their participation in, any Respiri Limited share plan (including withdrawing shares from a share plan trust) outside of a closed period and may not do so if they possess inside information about Respiri Limited.

8. MARGIN LENDING ARRANGEMENTS

Entry into a margin loan or other secured financing arrangement is a dealing regulated by this policy (including the clearance requirements in section 5.5 for KMP).

Designated Persons are prohibited from entering into a direct margin loan or other secured financing arrangements over Respiri Limited securities (as opposed to indirect margin loans or other secured financing arrangements entered into by third party administered funds).

Designated Persons must take all reasonable steps to ensure that dealings in Respiri Limited Securities pursuant to a margin loan or other secured financing arrangement (including dealings of their Connected Persons) occur in accordance with this policy.

An involuntary disposal of Respiri Limited Securities that occurs as a result of a margin lender or financier exercising its rights in relation to Respiri Limited Securities will not result in a breach of this policy provided the Designated Person took any reasonable steps available to procure compliance with this policy.

9. BREACH OF THIS POLICY

A breach of this policy will be regarded as serious and may lead to disciplinary action, including dismissal.

10. FURTHER INFORMATION

If you require any further information or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.

This Share Trading Policy is an update to the previous Share Trading Policy lodged on 9 June 2020, and has been reviewed and approved by the Board of Directors of Respi Limited.