

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AirXpanders, Inc. (**Company**)

ABN

26 604 398 423

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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| <p>¹ +Class of +securities issued or to be issued</p> | <ul style="list-style-type: none">• CHESS Depositary Interests (CDIs) (quoted) representing shares of Class A common stock of the Company (unquoted) (Shares); and• Unlisted Incentive Stock Options issued under the 2015 Equity Incentive Plan (Options) |
| <p>² Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <ul style="list-style-type: none">• <u>95,733 CDIs</u> (representing 31,911 Shares). (Three CDIs is equivalent to one Share).• <u>679,750 Options</u> (to subscribe for 679,750 Shares; equivalent to 2,039,250 CDIs) |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<ul style="list-style-type: none"> • 85,875 CDIs were issued following the exercise of 28,625 Options (unquoted) to subscribe for 28,625 Shares (unquoted). • 9,858 CDIs were issued following the net exercise of 3,286 Warrants (unquoted) to subscribe for 3,286 Shares (unquoted). • Each Option issued is an option to purchase one Share (equivalent to three CDIs). • 230,000 Options each have an exercise price of US\$1.86 and are exercisable until 08 May 2027. • 449,750 Options each have an exercise price of US\$1.86 and are exercisable until 22 May 2027
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ul style="list-style-type: none"> • The CDIs rank equally with the existing class of quoted securities. • The Options do not carry a right to participate in dividends or interest payments. Upon exercise of an Option, the holder will be entitled to receive one Share (equivalent to three CDIs), which will rank equally in all respects with existing Shares on issue.
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> • 10,000 Shares (equivalent to 30,000 CDIs) following the exercise of 10,000 Options with an exercise price of US\$0.30 per Share (US\$0.10 per CDI) • 18,625 Shares (equivalent to 55,875 CDIs) following the exercise of 18,625 Options with an exercise price of US\$0.25 per Share (US\$0.0833 per CDI) • 3,286 Shares (equivalent to 9,858 CDIs) following the net exercise of 3,286 Warrants with an exercise price of US\$0.2381 per Share (US\$0.794 per CDI) • The Options were issued for nil consideration.
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The Shares and Options were issued under the 2015 Equity Incentive Plan released to the ASX Market Announcements Platform on 19 June 2015.</p> <p>The Warrants were issued pursuant to the terms as detailed in the Prospectus issued by the Company and released to the ASX Market Announcements Platform on 19 June 2015.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of ⁺ securities issued under an exception in rule 7.2	<ul style="list-style-type: none"> • 85,875 CDIs (representing 28,625 Shares) • 679,500 Options
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

⁺ See chapter 19 for defined terms.

7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	8 - 25 May 2017
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	Number	⁺ Class
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	285,188,211 (assuming all issued Shares are held as CDIs, but excluding CDIs and Shares which are subject to ASX restrictions).
		CHESS Depositary Interests (CDIs)

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	827,758 Shares *
		ASX Restriction period - until 22 June 2017
	2,856,452 Options (to subscribe for a total of 2,856,452 Shares; equivalent to 8,569,356 CDIs)	Options – ASX Restriction period - until 22 June 2017
	3,564,802 Options ** (to subscribe for a total of 3,564,802 Shares; equivalent to 10,694,406 CDIs)	Options - not subject to ASX restriction
	333,528 warrants *** (to subscribe for a total of 333,528 Shares; equivalent to 1,000,584 CDIs).	Warrants

* The equivalent of 2,483,274 CDIs are subject to ASX restrictions. (Each Share is represented by 3 CDIs.)

** 28,625 Options have been exercised and converted to Shares as per this Notice, 21,111 Options have recently been cancelled and 679,750 Options have been issued as per this Notice.

*** 3,286 Warrants have been exercised as per this Notice and 133,156 Warrants have recently expired.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not expect to pay dividends in the foreseeable future.
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⁺ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

⁺ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

⁺ See chapter 19 for defined terms.

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of ⁺securities for which ⁺quotation is sought
- 39 ⁺Class of ⁺securities for which quotation is sought

⁺ See chapter 19 for defined terms.

40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now
Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

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42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)

Number	⁺ Class

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.

⁺ See chapter 19 for defined terms.

- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
Company Secretary

Date: 26 May 2017

Print name: Brendan Case

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+ See chapter 19 for defined terms.