

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Airxpanders Inc

ACN/ARSN 604 398 423

**1. Details of substantial holder (1)**

Name Consonance CapMan GP LLC as general partner of Consonance Capital Management LP and Consonance Capital Opportunity Fund Management LP (and its associates as referred to in paragraph 4)

ACN/ARSN (if applicable) N/A

The holder ceased to be a  
substantial holder on 10/11/2017  
The previous notice was given to the company on 15/09/2017  
The previous notice was dated 14/09/2017

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
10/11/17	Consonance CapMan GP LLC	See Annexure A			

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Consonance CapMan GP LLC	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA
P Consonance Opportunities Ltd	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA
Consonance Capital Advisors LLC	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA
Mitchell Blutt	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA
Kevin Livingston	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA
Benny Soffer	1370 Avenue of the Americas, 33rd Floor New York, NY 10019 USA

**Signature**

print name Mitchell Blutt capacity Managing Member  
sign here  date 10/11/2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is annexure A of page(s) referred to in  
ASIC Form 605 – Notice of ceasing to be a substantial holder

	Holder of relevant interest	Date of change	Buy / sell	Consideration (Cash)	Consideration (Non-Cash)	Number of securities
1.	Consonance CapMan GP LLC	See Schedule A	See Schedule A	See Schedule A	See Schedule A	See Schedule A

**Schedule A**

Person Whose Relevant Interest Changed	Date of Change	Buy/Sell	Consideration (Cash)	Consideration (Non-Cash)	Number of Securities
Consonance CapMan GP LLC	9-Nov-17	Sell	6,793.06	6,793.06	9,703
Consonance CapMan GP LLC	9-Nov-17	Sell	210.03	210.03	300
Consonance CapMan GP LLC	10-Nov-17	Sell	9,847,194.47	9,847,194.47	14,485,664
Consonance CapMan GP LLC	10-Nov-17	Sell	267,720.01	267,720.01	394,100

**Signature**

print name Mitchell Blutt

capacity Managing Member

sign here 

date 10/11/2017