

## 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

**eSense-Lab Ltd**

ABN

**ARBN 616 228 703**

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).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | (a) CDI's (CHESS Depository Interests)<br>(b) Unquoted Options<br>(c) CDI's (CHESS Depository Interests)   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | (a) 11,033,333 CDI's issued at A\$0.03 Per CDI<br>(b) 3,677,778 Unquoted Options<br>(c) 100 CDI's issued at A\$0.03 Per CDI  |
| 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) | (a) Each CDI represents one underlying fully paid ordinary share<br>(b) Unquoted Options to acquire fully paid CDI's, exercisable at \$0.06 each and expiring 4 years from the date of issue<br>(c) Each CDI represents one underlying fully paid ordinary share |

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<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>(a) CDI's – Yes – The CDI's rank equally with existing non-escrowed CDI's already on issue</p> <p>(b) CDI's issued on exercise of the unquoted options will rank equally with existing fully paid CDI's.</p> <p>(c) Each CDI represents one underlying fully paid ordinary share</p>
<p>5 Issue price or consideration</p>	<p>(a) A\$0.03 per CDI</p> <p>(b) Nil - Issued as part of share placement</p> <p>(c) A\$0.03 per CDI</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) Balance of Tranche 2 of the share placement to institutional and sophisticated investors announced on 15 October 2018. Funds raised by the share placement will be used predominantly to fund the Company's R&amp;D and commercialisation activities.</p> <p>(b) Options issued to investors who participated in Tranche 2 of the share placement. Investors received 1 Option for every 3 CDI applied for.</p> <p>(c) CDI's issued as per the Prospectus dated 19 October 2018. The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to securities issued by the Company prior to the Closing Date, including the Shares, so that the holders of the Shares may, if they choose to, sell such Shares within twelve months from the date of their issue without the issue of a prospectus. Accordingly, the purpose of this Prospectus is to make the Offer and ensure that the on-sale of the Shares does not breach section 707(3) of the Corporations Act.</p>

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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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	29 March 2018
6c	Number of +securities issued without security holder approval under rule 7.1	(a) Nil CDI's (b) Nil Options (c) 100 CDI's
6d	Number of +securities issued with security holder approval under rule 7.1A	(a) Nil CDI's (b) Nil Options (c) Nil CDI's
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) 11,033,333 CDI's (b) 3,677,778 Options (c) Nil CDI's  <i>(a) &amp; (b) above were Approved at an Extraordinary Meeting of Shareholders (EGM) on 12 November 2018.</i>
6f	Number of +securities issued under an exception in rule 7.2	N/A
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

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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	7.1 – Nil 7.1A - 535,770					
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>	<p>(a) CDI's - 25 January 2019</p> <p>(b) Options - 25 January 2019</p> <p>(c) CDI's – 25 January 2019</p>					
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>141,278,103</td><td>CDI's</td></tr></table>	Number	+Class	141,278,103	CDI's	
Number	+Class						
141,278,103	CDI's						

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	<b>Number</b>	<b>+Class</b>
9      Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	34,861,305	CDI escrowed 24M until 14 February 2019
	9,537,503	CDI escrowed 24M until 14 February 2019**
	6	Ordinary Shares
	3,000,000	Performance Rights Class A escrow 24M until 14 February 2019
	3,000,000	Performance Rights Class B escrow 24M until 14 February 2019
	5,462,497	Performance Rights Class C escrow 24M until 14 February 2019
	15,000,000	Performance Rights Class D escrow 24M until 14 February 2019
	6,429,111	Performance Rights Class E escrow 24M until 14 February 2019**
	638,689	Unlisted Option NIS0.01 exp 19 January 2022, escrow 24M until 14 February 2019
	5,000,000	Unlisted Options \$0.25 exp 7 February 2020, escrow 24M until 14 February 2019
	5,000,000	Unlisted Options A\$0.40 exp 29 March 2020
	31,322,225	Unlisted Options A\$0.06 exp 20 November 2022
	3,677,778	Unlisted Options A\$0.06 exp 20 November 2022

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*\*\* The applicable CDIs and Class E Performance Rights will remain on the separate sub-register of unlisted securities until a resolution of an authorized body of the Company to move such securities from the sub-register of unlisted securities. The holders will wave all rights arising from such securities*

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

CDI's - N/A

## Part 2 - Pro rata issue

- 11 Is security holder approval required?

- 12 Is the issue renounceable or non-renounceable?

- 13 Ratio in which the +securities will be offered

- 14 +Class of +securities to which the offer relates

- 15 +Record date to determine entitlements

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

- 17 Policy for deciding entitlements in relation to fractions

- 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.

- 19 Closing date for receipt of acceptances or renunciations

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20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	

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32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 \*Issue date

## 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

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

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**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					
40	<p>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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another *security, clearly identify that other *security)</p>					
42	Number and *class of all *securities quoted on ASX ( <i>including</i> the *securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">*Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td style="height: 80px;"></td> </tr> </tbody> </table>	Number	*Class		
Number	*Class					

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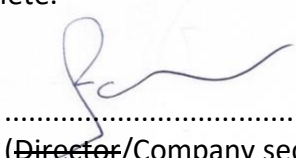
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#### Quotation agreement

- 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.
  - 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:  ..... Date: 25 January 19.  
(~~Director~~/Company secretary)

Print name: **Ian Pamensky – Company Secretary**

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## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	62,161,310 (CDI + Common Stock)
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	9,537,503 CDI’s – Conversion of Class C Performance Rights – 25/01/2018 6,478,000 CDI’s issued at A\$0.25 Per CDI – Approved at AGM – 29/03/2017 2,500,000 CDI’s issued at A\$0.20 Per CDI – Approved at AGM – 29/03/2017
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	N/A
<b>“A”</b>	80,676,813

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<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	12,101,522
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><b>Note:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	12,101,522 CDI's - Placement at \$0.03 (announced 15/10/18 and issued 22/10/18)
<b>“C”</b>	12,101,522
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	12,101,522
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	12,101,522
<b>Total [“A” x 0.15] – “C”</b>	- <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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## Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	80,676,813
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	8,067,681
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <i>Notes:</i> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	7,531,811 CDI's - Placement at A\$0.03 (announced 15/10/18 and issued 22/10/18)  100 CDI's - Cleansing prospectus announced 19/10/18 – to be issued at A\$0.03
<b>“E”</b>	7,531,911

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<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	8,067,681
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	7,531,911
<b>Total [“A” x 0.10] – “E”</b>	535,770 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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