

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 | CDI's (CHESS Depository Interests) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 400,000 CDI's;
(b) 3,000,000 CDI's; and
(c) 600,000 CDI's. |
| 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) | CDI's ranking equally with existing non-escrowed CDI's on issue. |

+ See chapter 19 for defined terms.

4	<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"> • 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 	<p>Yes – these CDI’s will rank equally with existing non-escrowed CDI’s already on issue.</p>
5	Issue price or consideration	<p>(a) The CDI’s are issued for nil cash consideration at a deemed issue price of \$0.03 per share (\$12,000 in total);</p> <p>(b) The CDI’s are issued for nil cash consideration on conversion of 3,000,000 Class A Performance Rights in accordance with their terms; and</p> <p>(c) The CDI’s are issued for nil cash consideration at a deemed issue price of \$0.03 per share (\$18,000 in total).</p>

+ See chapter 19 for defined terms.

6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) The Company agreed, subject to obtaining Shareholder approval, to issue 400,000 ordinary shares (as CDI's) to a former Director (or his nominee) for nil cash consideration (at a deemed issue price of \$0.03 per share, being \$12,000 in total). The CDI's have been issued in consideration for consulting services provided to the Company in addition to the services provided to the Company in his role as a director of the Company. These CDI's are being issued for the provision of services to the Company outside of the scope his role as a non-executive director, including advising on the Company's budgets and assisting with the preparation of a cleansing prospectus.</p> <p>Shareholder approval was obtained on 13 February 2019.</p> <p>(b) Conversion of 3,000,000 Class A Performance Rights to 3,000,000 CDI's pursuant to the satisfaction of the following milestone: share price trades at a VWAP price over AU0.40 over a 20 day period. This milestone was achieved during March 2017, but the conversion was delayed until the Class A Performance Rights were no longer escrowed.</p> <p>(c) Issue of a one time bonus to an Employee of the Company, for services provided since the IPO in February 2017 (at a deemed issue price of \$0.03 per share, being \$18,000 in total) under the terms Company's share incentive plan (Share Incentive Plan).</p>
6a	<p>Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the *securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>13 February 2019</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Nil						
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil						
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) 400,000 CDI's - Meeting held on 13 February 2019 (b) Nil (c) Nil						
6f	Number of +securities issued under an exception in rule 7.2	(a) Nil (b) 3,000,000 CDI's – on conversion of 3,000,000 Class A Performance Rights (c) 600,000 CDI's – issued under the Share Incentive Plan						
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	7.1 Capacity - 26,853,123 7.1A Capacity - 10,370,337						
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	(a) 13 March 2019 (b) 19 March 2019 (c) 19 March 2019						
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>180,539,408</td><td>CDI's</td></tr><tr><td>9,537,503</td><td>CDI's**</td></tr></table>	Number	+Class	180,539,408	CDI's	9,537,503	CDI's**
Number	+Class							
180,539,408	CDI's							
9,537,503	CDI's**							

+ See chapter 19 for defined terms.

9 Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
6	Ordinary Shares
3,000,000	Performance Rights Class B
638,689	Unlisted Option NIS0.01 exp 19 January 2022
5,000,000	Unlisted Options \$0.25 exp 7 February 2020
5,000,000	Unlisted Options A\$0.40 exp 29 March 2020
35,000,003	Unlisted Options A\$0.06 exp 20 November 2022
10,000,000	Unlisted Options A\$0.06 exp 25 January 2023
<p>** The applicable CDIs 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</p>	

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

N/A

Part 2 - Pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

+ See chapter 19 for defined terms.

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
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	

+ See chapter 19 for defined terms.

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</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	*Issue date	

+ See chapter 19 for defined terms.

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

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	<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"> • 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 						
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>						
42	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="798 1064 1101 1097">Number</th> <th data-bbox="1101 1064 1394 1097">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="798 1097 1101 1296"></td> <td data-bbox="1101 1097 1394 1296"></td> </tr> </tbody> </table>	Number	Class			
Number	Class						

*** The applicable CDIs 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*

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.

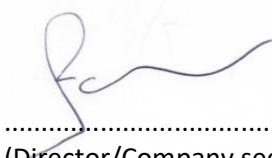
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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: 20 March 19
(~~Director~~/Company secretary)

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

+ See chapter 19 for defined terms.

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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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	80,676,813 (CDI + Common Stock)
Add the following: <ul style="list-style-type: none">Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2	3,000,000 CDIs were issued on the conversion of Class A Performance Rights – Appendix 3B dated 18 May 2019. 600,000 were issued to an employee of the Company under the Share Incentive Plan – Appendix 3B dated 18 May 2019
<ul style="list-style-type: none">Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval	The following CDI’s were issued pursuant to a Placement that was granted shareholder approval on 12 November 2018: <ul style="list-style-type: none">8,978,000 CDI’s – Appendix 3B dated 5 April 201871,333,337 CDI’s – Appendix 3B dated 20 November 20183,000,001 CDI’s – Appendix 3B dated 6 December 201811,033,333 CDI’s – Appendix 3B dated 25 January 2019 400,000 CDI’s were issued pursuant to shareholder approval that was granted on 13 February 2019.

+ See chapter 19 for defined terms.

<ul style="list-style-type: none"> Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	N/A
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	179,021,484
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	26,853,223
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert 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"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	100 CDI’s -pursuant to the Cleansing Prospectus announced 19 October 2018 – Appendix 3B dated 25 January 2019
“C”	100
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	26,853,223

+ See chapter 19 for defined terms.

Subtract "C" <i>Note: number must be same as shown in Step 3</i>	100
Total ["A" x 0.15] – "C"	26,853,123 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	179,021,484 (CDI + Common Stock)
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	17,902,148
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <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> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7,531,811 CDI’s – Tranche 1 of the Placement at A\$0.03 (as announced on 15 October 2018 and issued 22 October 2018)
“E”	7,531,811

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	17,902,148
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	7,531,811
Total [“A” x 0.10] – “E”	10,370,337 <i>Note: this is the remaining placement capacity under rule 7.1A</i>