

Notice of Extraordinary General Meeting

Sensera Limited ACN 613 509 041

Notice is given that an Extraordinary General Meeting of Sensera Limited ACN 613 509 041 (**Company** or **Sensera**) will be held at:

Location	Henslow Pty Ltd Level 7, 333 Collins St, Melbourne VIC 3000
Date	Monday 29 April 2019
Time	10:30 a.m. (Melbourne time)

Special business

Resolution 1 – Director participation in placement – Mr Allan Brackin

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 1 'That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 909,091 fully paid ordinary shares at an issue price of \$0.11 per share to Mr Allan Brackin, a related party of the Company (or his nominee) by virtue of Mr Allan Brackin being the Non-Executive Chairman of Sensera Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors, with Mr Allan Brackin abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 2 – Director participation in placement – Mr Matthew Morgan

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 90,909 fully paid ordinary shares at an issue price of \$0.11 per share to Mr Matthew Morgan, a related party of the Company (or his nominee) by virtue of Mr Matthew Morgan being a Non-Executive Director of Sensera Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors, with Mr Matthew Morgan abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Director participation in placement – Mr Ralph Schmitt

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 'That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 636,364 fully paid ordinary shares at an issue price of \$0.11 per share to Mr Ralph Schmitt, a related party of the Company (or his nominee) by virtue of Mr Ralph Schmitt being the Managing Director of Sensera Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors, with Mr Ralph Schmitt abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Director participation in placement – Mr Camillo Martino

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 318,182 fully paid ordinary shares at an issue price of \$0.11 per share to Mr Camillo Martino, a related party of the Company (or his nominee) by virtue of Mr Camillo Martino being a Non-Executive Director of Sensera Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors, with Mr Camillo Martino abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Issuance of options to director – Mr Allan Brackin

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 'That, pursuant to Listing Rule 10.11, Shareholders approve the granting of 1,000,000 options to Mr Allan Brackin, Non-Executive Chairman, (or his nominee) on the terms set out in the Explanatory Memorandum.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 6 – Issuance of options to director – Mr Camillo Martino

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 'That, pursuant to Listing Rule 10.11, Shareholders approve the granting of 750,000 options to Mr Camillo Martino, Non-Executive Director, (or his nominee) on the terms set out in the Explanatory Memorandum.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the explanatory memorandum.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 7 – Ratification of previous issue and allotment of shares under placement

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 7 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous issue and allotment of 25,318,183 fully paid ordinary Shares at an issue price of \$0.11 per Share to sophisticated and institutional investors under a private share placement, as detailed in the Explanatory Memorandum.'

The Directors unanimously recommend you vote in favour of this resolution.

Dated: 22/03/2019

By order of the Board



Phillip Hains
Company Secretary

Voting exclusion statement

Corporations Act

Resolutions 5 and 6 - As resolutions 5 and 6 are resolutions connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, pursuant to section 250BD Corporations Act, a vote on resolution 5 and 6 must not be cast by:

- (a) any member of the Key Management Personnel of the Company; or
- (b) a closely related party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution.

Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of a resolution by or on behalf of:

Resolution 1 - Director participation in placement – Mr Allan Brackin	Mr Allan Brackin, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 2 - Director participation in placement – Mr Matthew Morgan	Mr Matthew Morgan, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 3 - Director participation in placement – Mr Ralph Schmitt	Mr Ralph Schmitt, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 4 - Director participation in placement – Mr Camillo Martino	Mr Camillo Martino, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 5 - Issuance of options to director – Mr Allan Brackin	Mr Allan Brackin, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 6 - Issuance of options to director – Mr Camillo Martino	Mr Camillo Martino, being a person who is to receive securities in relation to the Company or an associate of those persons.
Resolution 7 - Ratification of previous issue and allotment of shares under placement	a person who participated in the issue or an associate of those persons.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- 1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 2 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notes

- 1 Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining a conference to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00 p.m. (Melbourne time) on Saturday 27 April 2019. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 8 If you have any queries on how to cast your votes then call the Company Secretary on 03 9824 5254 during business hours.

Explanatory Memorandum

Sensera Limited ACN 613 509 041

This Explanatory Memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held at Level 7, 333 Collins St, Melbourne VIC 3000 on Monday 29 April 2019 at 10:30 a.m. (Melbourne time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Resolutions 1, 2, 3 and 4: Director participation in placement

Background

- 1 In an announcement to the ASX on 8 March 2019, the Company announced a capital raising of \$3 million by way of placement (**Placement**). The issue price for the Placement is \$0.11 per Share. As noted by the Company in its announcement, approximately two million new Shares to be issued under the Placement are proposed to be issued to various Directors (subject to shareholder approval being obtained at this General Meeting).
- 2 ASX Listing Rule 10.11 requires a listed company to obtain shareholders' approval by ordinary resolution prior to the issue of securities to a related party of a listing company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.
- 3 The Board has formed the view that, in relation to the issue of Shares to directors under Resolutions 1, 2, 3 and 4, shareholder approval under section 208 of the Corporations Act is not required, as each director is to participate in the Placement on arm's length terms (as contemplated by section 210 Corporations Act), on the same terms and at the same price as all non-related participants of the Placement.
- 4 Funds raised from the issue of Shares to directors under Resolutions 1, 2, 3 and 4 will be applied towards the Company's working capital to support its continuous growth.

Resolution 1 - Director participation in placement – Mr Allan Brackin

- 5 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of 909,091 Shares to Non-Executive Chairman, Mr Allan Brackin (or his nominee):

Name of allottee	Mr Allan Brackin (or his nominee)
Maximum number of Shares to be issued	909,091
Issue price	\$0.11
Date by which the Company will issue the Shares	The Shares will be issued as soon as possible after the General Meeting and, in any event, within one month of the date of the General Meeting.
Terms of issuance of Shares	Shares issued pursuant to this resolution will rank equally with all other shares on issue in the Company and be quoted on ASX.

Directors' recommendation

- 6 The Directors, with Mr Allan Brackin abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 2 - Director participation in placement – Mr Matthew Morgan

- 7 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of 90,909 Shares to Non-Executive Director, Mr Matthew Morgan (or his nominee):

Name of allottee	Mr Matthew Morgan (or his nominee)
Maximum number of Shares to be issued	90,909
Issue price	\$0.11
Date by which the Company will issue the Shares	The Shares will be issued as soon as possible after the General Meeting and, in any event, within one month of the date of the General Meeting.
Terms of issuance of Shares	Shares issued pursuant to this resolution will rank equally with all other shares on issue in the Company and be quoted on ASX.

Directors' recommendation

- 8 The Directors, with Mr Matthew Morgan abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 3 - Director participation in placement – Mr Ralph Schmitt

- 9 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of 636,364 Shares to Managing Director, Mr Ralph Schmitt (or his nominee):

Name of allottee	Mr Ralph Schmitt (or his nominee)
Maximum number of Shares to be issued	636,364
Issue price	\$0.11
Date by which the Company will issue the Shares	The Shares will be issued as soon as possible after the General Meeting and, in any event, within one month of the date of the General Meeting.
Terms of issuance of Shares	Shares issued pursuant to this resolution will rank equally with all other shares on issue in the Company and be quoted on ASX.

Directors' recommendation

- 10 The Directors, with Mr Ralph Schmitt abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 4 - Director participation in placement – Mr Camillo Martino

- 11 Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issuance of 318,182 Shares to Non-Executive

Director, Mr Camillo Martino (or his nominee):

Name of allottee	Mr Camillo Martino (or his nominee)
Maximum number of Shares to be issued	318,182
Issue price	\$0.11
Date by which the Company will issue the Shares	The Shares will be issued as soon as possible after the General Meeting and, in any event, within one month of the date of the General Meeting.
Terms of issuance of Shares	Shares issued pursuant to this resolution will rank equally with all other shares on issue in the Company and be quoted on ASX.

Directors' recommendation

- 12 The Directors, with Mr Camillo Martino abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 5: Issue of options to Director - Mr Allan Brackin

- 13 Subject to the approval of Shareholders, the Company proposes to issue 1,000,000 options to Mr Allan Brackin, Non-Executive Chairman (or his nominee).
- 14 ASX Listing Rule 10.11 requires a listed company to obtain shareholders' approval by ordinary resolution prior to the issue of securities to a related party of a listing company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.
- 15 The board has formed the view that the issue of options to Mr Brackin does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 16 Shareholder approval is sought for the grant of the following options as detailed below:
- (a) the maximum number of options to be issued to Mr Brackin under this resolution is 1,000,000;
 - (b) the options are issued for nil consideration;
 - (c) the exercise price will be \$0.15 per option;
 - (d) it is intended that the options will be issued on the date of this General Meeting, and, in any event, within one month of the date of the General Meeting;
 - (e) the options will have an expiry date of 30 November 2023;
 - (f) 333,333 options will vest on 1 December 2019, 333,333 options will vest on 1 December 2020, and 333,334 options will vest on 1 December 2021; and
 - (g) funds raised from the exercise of the options shall be used to provide additional working capital to meeting the Company's operating needs.

General Terms of the issue of options under Resolution 5

- 17 The other general terms for the options to be issued under Resolution 5 are set out in the Annexure to this Notice of Meeting.

Directors' Recommendation

- 18 The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 6: Issue of options to Director - Mr Camillo Martino

- 19 Subject to the approval of Shareholders, the Company proposes to issue 750,000 options to Mr Camillo Martino, Non-Executive Director (or his nominee).
- 20 ASX Listing Rule 10.11 requires a listed company to obtain shareholders' approval by ordinary resolution prior to the issue of securities to a related party of a listing company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.
- 21 The board has formed the view that the issue of options to Mr Martino does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 22 Shareholder approval is sought for the grant of the following options as detailed below:
- (a) the maximum number of options to be issued to Mr Martino under this resolution is 750,000;
 - (b) the options are issued for nil consideration;
 - (c) the exercise price will be \$0.15 per option;
 - (d) it is intended that the options will be issued on the date of this General Meeting, and, in any event, within one month of the date of the General Meeting;
 - (e) the options will have an expiry date of 2 July 2023;
 - (f) 250,000 options will vest on 2 July 2019, 250,000 options will vest on 2 July 2020, and 250,000 options will vest on 2 July 2021; and
 - (g) funds raised from the exercise of the options shall be used to provide additional working capital to meeting the Company's operating needs.

General Terms of the issue of options under Resolution 6

- 23 The other general terms for the options to be issued under Resolution 6 are set out in the Annexure to this Notice of Meeting.

Directors' Recommendation

- 24 The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 7 - Ratification of previous issue and allotment of shares under placement

- 25 As noted in paragraph 1 above, in an announcement to the ASX, dated 8 March 2019, the Company announced a capital raising of \$3 million by way of placement (**Placement**). The issue price is \$0.11 per Share.
- 26 The purpose of resolution 7 is for shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the previous issue of the Shares issued under the Placement.
- 27 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 28 Resolution 7 proposes the ratification and approval of the allotment and issue of the Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 29 Details of the issue are set out below.

Shares	
Issue date	14 March 2019
Number of securities	25,318,183 Shares
Issue price	\$0.11 per Share
Terms of issue	The Shares rank equally with all existing Shares on issue.
Allottees	Sophisticated and institutional investors under a private share placement.
Use of funds raised	Funds raised from the issue of the Shares are being applied towards the Company's working capital to support its continuous growth.

Directors' recommendation

- 30 The Directors unanimously recommend you vote in favour of this resolution.

Glossary

Sensera Limited ACN 613 509 041

General Meeting or EGM	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Board	means the board of directors of the Company.
Company or Sensera	means Sensera Limited ACN 613 509 041.
Control	has the meaning set out in section 50AA of the Corporations Act.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Shares	means fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Annexure

Option terms

- 1 Each option, upon its exercise, entitles the option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- 2 Subject to paragraph 8:
 - (a) each option is only exercisable between the date the option vests and the expiry date; and
 - (b) each option lapses on the expiry date.
- 3 Shares issued on the exercise of options will rank equally with all existing Shares on issue (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an option), and will be subject to the provisions of the constituent documents of the Company and where the Shares are listed on the ASX any escrow restrictions imposed on them by the ASX.
- 4 The options are only transferable with Board approval, except that if at any time before the expiry of the applicable exercise period (being the period from the date an option vests until the expiry date), the option holder dies, the legal representative of him may:
 - (a) elect to be registered as the new holder of the options;
 - (b) whether or not he or she becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and
 - (c) if the option holder has already exercised the options, pay the exercise price in respect of those options.
- 5 In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), options will be treated in the following manner:
 - (a) in the event of a consolidation of the share capital of the Company, the number of options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (b) in the event of a subdivision of the share capital of the Company, the number of options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (c) in the event of a return of the share capital of the Company, the number of options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of options and the exercise price of each Option will remain unaltered;

- (e) in the event of a pro-rata cancellation of shares in the Company, the number of options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each option will be amended in inverse proportion to that ratio; and
 - (f) in the event of any other reorganisation of the issued capital of the Company, the number of options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the option holder which are not conferred on shareholders.
- 6 The options do not entitle the option holder to participate in any new issues by the Company without exercising the options.
- 7 The options do not provide any entitlement to dividends.
- 8 If there is, or the board of Directors considers it likely there will be in the immediate future, a change of control transaction (including a person acquiring Control of the Company, the Company disposing of the whole or a substantial part of its assets or undertaking, or an order of the court made in connection with a members' scheme of arrangement to effect a change of control of the Company), any options that have not vested will immediately vest and be exercisable and, subject to the Board first giving the option holder a period of no less than 10 Business Days (as that term is defined in the ASX Listing Rules) to exercise the options following vesting, the Board may determine how to treat the options which could include that the Company may:
 - (a) buy back the options held by an option holder for:
 - (i) an amount agreed with the option holder; or
 - (ii) without the agreement of the option holder, the fair value of the Options, being the value of the Options decided by the Board and calculated in accordance with the Black-Scholes valuation model, using a volatility factor calculated using the closing price of Shares on ASX for the 12 months before the date of the calculation, or if the Company has been listed on ASX for less than 12 months, from the listing date until the date of calculation;
 - (b) arrange for options to acquire shares in any bidder to be granted to the option holder on substantially the same terms as the options, but with any appropriate and reasonable adjustments decided by the Board to the number of shares in the bidder to be issued on exercise of those options or the exercise price of those options, to ensure the option holder is not materially financially disadvantaged;
 - (c) allow the options to continue in accordance with their terms; or
 - (d) proceed with a combination of any of the alternatives listed above.
- 9 If, before the options vest, the option holder resigns, vacates or is otherwise removed from the Board, the options shall immediately lapse.
- 10 If, during the period from the date an option vests until the expiry date, the option holder resigns, vacates or is otherwise removed from the Board, the expiry date of the options is adjusted to 60 days after the termination date.
- 11 In the event of a pro rata issue of Shares by the Company, the exercise price for each option will be adjusted in accordance with Listing Rule 6.22.2 (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).

- 12 The options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the options.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Melbourne Time) on Saturday, 27 April 2019.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/senseraegm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Melbourne Time) on Saturday, 27 April 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖨 **Online** <https://www.votingonline.com.au/senseraegm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Sensera Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Henslow Pty Ltd, Level 7, 333 Collins Street, Melbourne, Victoria 3000 on Monday, 29 April 2019 at 10:30am (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Director participation in placement – Mr Allan Brackin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Director participation in placement – Mr Matthew Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Director participation in placement – Mr Ralph Schmitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Director participation in placement – Mr Camillo Martino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issuance of options to director – Mr Allan Brackin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issuance of options to director – Mr Camillo Martino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of previous issue and allotment of shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019