

Mr Wade Baggott
Principal Adviser, Listings Compliance (Perth)
ASX Limited
Level 40, Central Park, 152-158 St Georges Terrace
Perth WA 6000

By email: Wade.Baggott@asx.com.au

29 March 2018

Dear Wade

eSense-Lab Ltd (ASX:ESE) ("Company") - Response to ASX Queries of 28 March 2018

I refer to your email to me dated 28 March 2018 and, on behalf of the Company, provide the following responses to your queries (the numbers below correspond to the numbers on the query received):

1. Auditor's Report

The Directors have arranged with the Company's Auditors, BDO Israel to be in attendance at the Amalgamated Meetings and to act as scrutineer. BDO have been requested to prepare a report that will be provided to ASX on the outcome of the voting at the Amalgamated Meetings.

2. Voting by Poll

Voting at the Amalgamated Meetings will be carried out by way of a poll rather than by show of hands, so as to capture the true will of the Amalgamated Meetings.

As discussed on the phone yesterday, only the six common stock holders will be able to vote at the meeting. The common stock holders could either have voted by proxy until 48 hours prior to the meeting or at the meeting. The CHESS Depository Interests (CDI) holders were only able to vote by proxy until 72 hours before the meeting. The results of the poll will include both the common stock holders and the CDI's. The Company has received final proxy numbers for both the common stock holders and the CDI's for the Amalgamated Meetings.

3. Modified and/ or Further Legal opinion – AGM + EGM


Attached to this letter please find a further clarification regarding the Legal Opinion by Goldfarb, Seligman, in relation to the annual general meeting and extraordinary general meeting (the "Meetings") to be held today.

4. Continuous Disclosure obligations

The Company confirms that it is in compliance with the Listing Rules, in particular, Listing Rule 3.1.

Please contact me if you have any further queries.

Yours sincerely



Ian Pamensky
Company Secretary
eSense-Lab Limited

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March 28, 2018

To
eSense Lab Ltd. (the "**Company**")
att. Mr. Ilan Saad, Chairman of the Board
by email: IlanS@dtas.co.il

File: 30826/1

Dear Sir,

Re: **Clarification re. Legal Opinion of March 27, 2018**

In connection with the legal opinion we provided to you on March 27, 2018 (the "**Opinion**"), we have been requested by you to address the request of the ASX Limited (the "**ASX**") in a letter from the ASX to the Company dated March 28, 2018 (the "**Letter**"), to confirm the following:

"[T]hat Amalgamated Meetings have been called, and the Amalgamated Notices of Meeting have been prepared, in accordance with the laws of the State of Israel having regard to all relevant information provided by the requisitionists for the EGM to ESE to date, and not limited to the documents mentioned above."

Although the Company is incorporated in Israel, its CDIs are listed for trading solely on the ASX. Pursuant to Section 3(b) of the Israel Companies Regulations (Exemptions for Companies Whose Shares are Listed for Trading on an Exchange Outside of Israel), 5760-2000, for such companies the governing law and regulations regarding proxy statements, voting at shareholder meetings and related items is that of the jurisdiction in which such companies' securities are listed for trading, which in the case of eSense, is Australia, and not that of the State of Israel. As a result, the relevant legal document that is applicable under the laws of Israel for our Opinion (which is limited to the laws of the State of Israel) is solely the Company's Articles of Association as well as the relevant notices of the Meetings, as such term is defined in the Opinion and proxy forms and voting instructions, as listed in our Opinion.

We are not aware of nor has any other document been brought to our attention that may be relevant to the subject matter of the Opinion and this letter.

Having reviewed the Company's Articles of Association, our Opinion stated that it is our legal opinion, that the Meetings (as such term is defined in our Opinion) have been called, and the Notices of Meeting (including the associated proxy forms and voting instructions) have been sufficiently prepared, in accordance with the laws of the State of Israel which apply to the Company, and include all materials required to be provided to shareholders in connection with the business to be conducted at the Meetings under that law.

In the Letter, the ASX has also asked that the legal opinion should confirm as follows:

“[T]hat completed proxy forms included with the Notice of AGM and Notice of EGM are valid for use at the Amalgamated Meetings notwithstanding the amendments to the meeting documents since they were first issued.”

We confirm that the completed proxy forms included with the Notice of AGM and Notice of EGM, as far as the laws of the State of Israel are concerned and applicable to the Company, are valid for use at the Amalgamated Meetings (as such term is defined in the Letter) notwithstanding the amendments to the meeting documents since they were first issued.

Please note that this letter is subject to the same qualifications, limitations and restrictions set forth in the Opinion.

Sincerely,

Goldfarb, Seligman, Law Firm



28 March 2018

Ian Pamensky
Company Secretary
e-Sense Lab Limited

By Email: ian@cfo2grow.com.au

Dear Mr Pamensky

e-Sense Lab Limited ("ESE")

ASX Limited ("ASX") refers to the following:

- A. The notice of annual general meeting lodged on MAP on 20 February 2018 ("Notice of AGM").
- B. The notice of extraordinary general meeting lodged on MAP on 20 February 2018 ("Notice of EGM").
- C. The amalgamated notices of annual general meeting and extraordinary general meeting ("Amalgamated Notice") for the annual general meeting and extraordinary general meeting of ESE to be held at the Company's offices at 3 Pinchas Sapir St., Ness Ziona, Israel, on 29 March 2018, commencing 3:00 p.m. Australian WST (10:00 a.m. Israel time) ("Amalgamated Meetings") lodged on MAP 7 March 2018 which replaced the Notice of AGM and Notice of EGM.
- D. ASX's query letter dated 26 March 2018 ("ASX Query Letter") and ESE's response to the ASX Query Letter dated 28 March 2018 ("ESE Response"), released to MAP on 28 March 2018 (together, "ASX Query and Response").
- E. Listing Rule 14.8, which empowers ASX to require a listed entity to appoint its auditor or another person selected with the approval of ASX, as scrutineer to decide the validity of votes cast at a general meeting and whether the votes that should have been disregarded were disregarded.
- F. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

Pursuant to Listing Rule 14.8, ASX requires that ESE appoint its auditor as a scrutineer to decide the validity of votes cast, and whether the votes that should have been disregarded were disregarded, at the Amalgamated Meetings.

Having regard to the above, we ask that you answer the following questions and provide the following information in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. ASX will require a report from the Company's auditor's as to the outcome of voting at the Amalgamated Meetings. Please confirm that ESE's auditor has been appointed to act as scrutineer at the Amalgamated Meetings and that a report will be provided to ASX on the outcome of the voting at the Amalgamated Meetings.

2. Please confirm that voting at the Amalgamated Meetings will be carried out by way of a poll rather than by show of hands, so as to capture the true will of the Amalgamated Meetings.
3. The ESE Response to ASX's Query Letter include a legal opinion dated 27 March 2018 as to whether the Amalgamated Meetings have been called, and the Amalgamated Notices have been prepared in accordance with the laws of the State of Israel which apply to ESE and include all materials required to be provided to shareholders in connection with the business to be conducted at the Amalgamated Meetings under that law. The legal opinion was qualified to only have regard to the following documents:
 - The Notices of Meeting issued by the Company for the Annual General Meeting dated 29 March 2018;
 - The Notices of Meeting issued by the Company for the Extraordinary General Meeting dated 29 March 2018;
 - The Proxies forms and voting instructions associated with the aforementioned general meetings;
 - The Company's Articles of Association.

Please provide a modified or further legal opinion which:

- (a) confirms that Amalgamated Meetings have been called, and the Amalgamated Notices of Meeting have been prepared, in accordance with the laws of the State of Israel having regard to all relevant information provided by the requisitionists for the EGM to ESE to date, and not limited to the documents mentioned above.
 - (b) confirms that completed proxy forms included with the Notice of AGM and Notice of EGM are valid for use at the Amalgamated Meetings notwithstanding the amendments to the meeting documents since they were first issued.
4. Please confirm that ESE continues to be in compliance with the Listing Rules, and in particular, Listing Rule 3.1.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **7.00 a.m. WST on Thursday, 29 March 2018**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, ESE's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on MAP under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at wade.baggott@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on MAP.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[sent electronically without signature]

Wade Baggott

Principal Adviser, Listings Compliance (Perth)