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

AirXpanders, Inc. (**Company**)

ABN

26 604 398 423

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	Options (unquoted) to subscribe for shares in the Class A common stock of the Company (unquoted) (**Shares**)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	364,200 Options (to subscribe for 364,200 Shares; equivalent to 1,092,600 CHESS Depositary Interests (**CDIs**))
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)	The Options have been issued at an exercise price of US$1.9235 per Share and an expiry date of 16 May 2026 in accordance with the terms and conditions of the AirXpanders, Inc. 2015 Equity Incentive Plan. • 228,500 of the Options issued will vest over 48 months from the date of grant, in equal monthly instalments; • 65,700 of the Options issued will vest over 36 months from the date of grant, in equal monthly instalments; and • for 70,000 of the options issued, 1/3rd of the Options vest on the 12 month anniversary of the date of grant, and an additional 1/36th vest each month over the subsequent two-year period.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	The Options do not rank equally with an existing class of quoted securities as they are not quoted. However, if the Options are exercised and the resulting Shares are transmuted into CDIs, these CDIs will thereafter rank equally with the Company's CDIs , including in terms of the eligibility to participate in any dividends.
	If the additional +securities do not rank equally, please state: • 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	
5	Issue price or consideration	Nil consideration for the issue of the Options
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Options were issued in accordance with the terms and conditions of the AirXpanders, Inc. 2015 Equity Incentive Plan.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 May 2016
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	364,200 options (to subscribe for 364,200 Shares; equivalent to 1,092,600 CDIs) (approval under Listing Rule 10.14 on 17 May 2016)

6f	Number of +securities issued under an exception in rule 7.2	364,200 options (to subscribe for 364,200 Shares; equivalent to 1,092,600 CDIs) (being those referred to in question 6e above)

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	Rule 7.1: 10,564,079 Shares (equivalent to 31,692,237 CDIs) Rule 7.1A: 7,042,719 Shares issued (equivalent to 21,128,157 CDIs) Total: 17,606,798 Shares (equivalent to 52,820,394 CDIs)

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.	17 May 2016

8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Number	+Class
		208,618,746 (assuming all issued Shares are held as CDIs, but excluding CDIs and Shares which are subject to ASX restrictions).	CHESS Depositary Interests (**CDIs**)

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	40,425 Shares *	ASX Restriction period - until 11 June 2016
	58,290 CDIs *	ASX Restriction period - until 11 June 2016
	827,758 Shares *	ASX Restriction period - until 22 June 2017
	2,856,452 options (to subscribe for a total of 2,856,452 Shares; equivalent to 8,569,356 CDIs)	Options – ASX Restriction period - until 22 June 2017
	2,248,540 options (to subscribe for a total of 2,248,540 Shares; equivalent to 6,745,620 CDIs).	Options - not subject to ASX restriction
	469,970 warrants (to subscribe for a total of 469,970 Shares; equivalent to 1,409,910 CDIs).	Warrants

* The equivalent of 2,662,839 CDIs are subject to ASX restrictions. (Each Share is equivalent to 3 CDIs.)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not expect to pay dividends in the foreseeable future.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	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	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker	N/A

	and accept for the balance?	

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

33	⁺Issue date	N/A

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

40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:
- 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 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the ⁺securities in clause 38)

Number	⁺Class

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: 23 May 2016

        Company Secretary

Print name: Brendan Case

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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	70,424,230 Shares issued as at date of the first quotation of the Company's CDIs on ASX (22 June 2015) (equivalent to 211,272,690 CDIs)
Add the following: • Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period *Note:* • *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*	2,965 Options were exercised, resulting in 2,965 Shares being issued on 8 December 2015 (equivalent to 8,895 CDIs) -
Subtract the number of fully paid ⁺ordinary securities cancelled during that 12 month period	-
"A"	70,427,195 Shares issued (equivalent to 211,281,585 CDIs)

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	10,564,079 Shares (equivalent to 31,692,237 CDIs)
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of $^+$equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *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*	-
"C"	-
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	10,564,079 Shares (equivalent to 31,692,237 CDIs)
Subtract "C" *Note: number must be same as shown in Step 3*	-
Total ["A" x 0.15] – "C"	10,564,079 Shares (equivalent to 31,692,237 CDIs) *[Note: this is the remaining placement capacity under rule 7.1]*

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" Note: number must be same as shown in Step 1 of Part 1	70,427,195 Shares issued (equivalent to 211,281,585 CDIs)
Step 2: Calculate 10% of "A"	
"D"	.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	7,042,719 Shares issued (equivalent to 21,128,157 CDIs)
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:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *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* • *It may be useful to set out issues of securities on different dates as separate line items*	-
"E"	-

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 Note: number must be same as shown in Step 2	7,042,719 Shares issued (equivalent to 21,128,157 CDIs)
Subtract "E" Note: number must be same as shown in Step 3	-
Total ["A" x 0.10] – "E"	7,042,719 Shares issued (equivalent to 21,128,157 CDIs) Note: this is the remaining placement capacity under rule 7.1A