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ASX ANNOUNCEMENT

REVISED APPENDIX 3B

PALO ALTO, United States, 7 March 2016: AirXpanders Ltd., (ASX:AXP) (**AirXpanders** or **Company**) advises that it has been requested by the ASX to amend the methodology by which it has been reporting its quoted securities which are not the subject of ASX restrictions.

There has been no increase in the number CHESS Depositary Interests (**CDIs**) or Class A Common Stock of the Company (**Shares**) on issue since the last Appendix 3B was released to the ASX on 24 February 2016.

The Company has previously been separating the CDIs on issue in its Appendix 3B reporting from the Shares on issue that had not been transmuted to CDIs.

The attached Appendix 3B is in the form requested by the ASX, whereby the Company reports as quoted securities, the sum of CDIs on issue without ASX restrictions and the additional CDIs that would be on issue if all issued Shares without ASX restrictions that are not currently held as CDIs were held as CDIs. Greater detail has also been provided in relation to the securities subject to ASX restriction.

Future Appendix 3B reporting will continue to follow this revised form.

-ENDS-

For more information:

AirXpanders

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About AirXpanders:

Founded in 2005, AirXpanders is a medical device company focused on the design, manufacture, sale and distribution of its AeroForm® tissue expander used in patients undergoing breast reconstruction following mastectomy. AeroForm® uses controlled delivery of small amounts of gas (CO₂) to achieve tissue expansion prior to the placement of a permanent breast implant. AeroForm® successfully eliminates the need for needle-based expansion required by traditional saline tissue expanders and provides a faster and

less painful breast reconstruction journey. AeroForm® has CE Mark and TGA approval and is covered by the Australian reimbursement regime. To date, AeroForm® has been successfully implanted more than 500 times in women in Australia and the United States. For more information, refer to the Company's website at www.airxpanders.com.

+ See chapter 19 for defined terms.

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

There has been no increase in the number CHESS Depositary Interests (CDIs) or Class A Common Stock of the Company (Shares) on issue since the last Appendix 3B released to the ASX on 24 February 2016.

The Company has been requested by the ASX to amend the methodology by which it has been reporting its quoted securities which are not the subject of ASX restrictions.

Tables 8 and 9 are in the form requested by the ASX, whereby the Company reports as quoted securities, the sum of CDIs on issue without ASX restrictions and the additional CDIs that would be on issue if all issued Shares without ASX restrictions that are not currently held as CDIs were held as CDIs. Greater detail has also been provided in relation to the securities subject to ASX restriction.

Future Appendix 3B reporting will follow this revised form.

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

Not applicable

| | | |
|----|--|----------------|
| 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) | Not applicable |
| 4 | 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: <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 | Not applicable |
| 5 | Issue price or consideration | Not applicable |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | Not applicable |
| 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 | No. |
| 6b | The date the security holder resolution under rule 7.1A was passed | Not applicable |
| 6c | Number of +securities issued without security holder approval under rule 7.1 | Not applicable |

| | | | |
|----|---|--|---|
| 6d | Number of +securities issued with security holder approval under rule 7.1A | Not applicable | |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | Not applicable | |
| 6f | Number of +securities issued under an exception in rule 7.2 | Not applicable | |
| 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. | Not applicable | |
| 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 | Not applicable | |
| 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 | Not applicable | |
| 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. | Not applicable | |
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | Number 208,618,746 (assuming all issued Shares are held as CDIs, but excluding CDIs and Shares which are subject to ASX restrictions). | +Class CHESS Depositary Interests (CDIs) |

| | | | |
|---|---|---|--|
| 9 | Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable) | Number | ⁺ Class |
| | | 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 |
| | | 1,315,340 options (to subscribe for a total of 1,315,340 Shares; equivalent to 3,946,020 CDIs). 469,970 warrants (to subscribe for a total of 469,970 Shares; equivalent to 1,409,910 CDIs). | Options - not subject to ASX restriction 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? | Not applicable |
| 12 | Is the issue renounceable or non-renounceable? | Not applicable |
| 13 | Ratio in which the ⁺ securities will be offered | Not applicable |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | Not applicable |
| 15 | ⁺ Record date to determine entitlements | Not applicable |

| | | |
|----|--|----------------|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not applicable |
| 17 | Policy for deciding entitlements in relation to fractions | Not applicable |
| 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> | Not applicable |
| 19 | Closing date for receipt of acceptances or renunciations | Not applicable |
| 20 | Names of any underwriters | Not applicable |
| 21 | Amount of any underwriting fee or commission | Not applicable |
| 22 | Names of any brokers to the issue | Not applicable |
| 23 | Fee or commission payable to the broker to the issue | Not applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | Not applicable |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | Not applicable |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | Not applicable |
| 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 | Not applicable |
| 28 | Date rights trading will begin (if applicable) | Not applicable |

| | | |
|----|---|----------------|
| 29 | Date rights trading will end (if applicable) | Not applicable |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not applicable |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable |
| 33 | ⁺ Issue date | Not applicable |

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

| |
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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)

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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: 7 March 2016
(Company Secretary)

Print name: Brendan Case