



STATEMENT OF CAPITAL STRUCTURE

The capital structure of Elsieht Limited (ACN 616 435 753) (**Company**) following completion of the share sale agreement dated 11 April 2017 as varied by the deed of variation dated 16 May 2017 (together the “Share Sale Agreement”) between the Company and the vendors of El-sight Israel Ltd (Israel company number 51-424298-1) (“Elsight Israel”) and pursuant to the offer under the replacement prospectus dated 27 April as varied by the supplementary prospectus dated 22 May (together the “Prospectus”) is set out below:

Capital Structure	Shares	Options
Securities on issue as at the date of the Prospectus	10,000,000	-
Securities issued to El-Sight Vendors	35,381,386	-
Securities issued pursuant to the public offer	25,000,000	-
Options issued under Employee Option Plan 1	-	38,608,000
Options issued to Lead Manager and seed investors 2		7,000,000
Shares issued on conversion of convertible loans	5,833,338	
Shares issued to Learnicon as payment for the outstanding balance of the converting loan and the settlement of its rights attaching to its preferred shares in El-Sight Israel.	7,166,667	
TOTAL	83,381,391	45,608,000

Notes:

- 1 Includes 8,608,000 options exercisable at \$0.20 (Exercise Price) on or before 2 June 2022 (Expiry Date) and 30,000,000 Performance Options subject to performance conditions exercisable at \$0.20 (Exercise Price) on or before 2 June 2022 (Expiry Date). Subject to the exceptions outlined below, the Performance Options will only be exercisable after the satisfaction of the following vesting milestones, each calculated for a given Year (As defined below):
 - a. one third of the Performance Options will vest and become exercisable upon the Company achieving aggregate revenue of AU\$1,000,000 from the sale of products based on the Technology in a Year for broadcast or to consumers or to manufacturers of consumer or safety products or any business in the distribution chain of consumer or safety products (Class A Performance Options);
 - b. one third of the Performance Options will vest and become exercisable upon the Company achieving aggregate revenue of AU\$4,000,000 from total sales of products based on the Technology in a Year (Class B Performance Options); and
 - c. one third of the Performance Options will vest and become exercisable upon the Company achieving aggregate revenue of AU\$10,000,000 from total sale of products based on the Technology in a Year (Class C Performance Options).
- 2 Options exercisable at \$0.30 on or before 2 June 2020

The above table is a statement of current intentions as of the date of this announcement. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

For and on behalf of Elsieht Limited

Stephen Buckley
Company Secretary