



Announcement to ASX -REM

28 October 2021

STATEMENT OF CAPITAL STRUCTURE

The capital structure of RemSense Technologies Limited (ACN 648 834 771) (**Company**) and the issue of securities pursuant to the prospectus dated 10 September 2021 (**Prospectus**) is set out below.

Capital Structure	Fully Paid Ordinary Shares	Options¹
Securities on issue as at date of Prospectus	54,593,751	10,718,622 ¹
Securities issued under the Prospectus pursuant to the public offer	25,000,000	Nil
Securities issued to the Lead Manager	Nil	4,800,000 ²
Options issued to incoming chief operations officer and chief digital officer	Nil	500,000 ³
CURRENT CAPITAL STRUCTURE	79,593,751	16,018,622

Notes:

- Options on issue comprise the following classes:
 - 8,718,622 Options exercisable at \$0.25 on or before 30 June 2023. Upon the exercise of these Options, a further 8,718,622 Options exercisable at \$0.40 on or before 30 June 2025 will be issued in accordance with the terms set out in Section 9.3 of the Prospectus. These new Options, when issued, will be subject to the balance of any escrow term applying to the existing Options on issue.
 - 2,000,000 Options exercisable at \$0.30 cents on or before 30 June 2024.
- Being exercisable at \$0.25 on or before 30 June 2023.
- Being exercisable at \$0.30 cents on or before 30 June 2024. As set out in section 4.9 of the Prospectus, the Company has continued to look to expand its business development and marketing team since the Prospectus was lodged and have issued 250,000 Options to each of the newly appointed chief operations officer and chief digital officer as part of their employment package.

The Company confirms it has completed the issue of the fully paid ordinary shares, the subject of the public offer, and the issue of the 4,800,000 Options to the Lead Manager (or its nominees).

This release is authorised by the board of the company.

David McArthur
Company Secretary
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REMSENSE TECHNOLOGIES LIMITED (648 830 771): Suite 173, level 4, 580 Hay Street PERTH WA 6000.



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RESTRICTED SECURITIES

RemSense Technologies Limited (ACN 648 834 771) (**Company**) confirms that following admission to quotation of the Company's securities on the ASX, the following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below.

Class	Number	Restriction Period
Ordinary Fully Paid Shares	46,694,678	24 months from date of quotation
Options ¹	1,750,000	24 months from date of quotation
Options ²	10,613,871	24 months from date of quotation

Notes:

- Options are exercisable at \$0.30 on or before 30 June 2024.
- Options are exercisable at \$0.25 cents on or before 30 June 2023.

In addition, the Company advises that the following securities will be subject to escrow for the period outlined below.

Class	Number	Restriction Period
Options ¹	250,000	12 months from 4 August 2021
Options ²	2,904,751	12 months from 10 May 2021

Notes:

- Options are exercisable at \$0.30 on or before 30 June 2024.
- Options are exercisable at \$0.25 cents on or before 30 June 2023.

This release is authorised by the board of the company.

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ASX WAIVER – LISTING RULE 9.1(B)

RemSense Technologies Limited (ACN 648 834 771) (Company) has obtained a waiver from ASX Listing Rule 9.1(B) as detailed below.

Waiver Decision

Based solely on the information provided, ASX Limited ('ASX') grants RemSense Technologies Limited (Company) a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares issued to the vendors RemSense Pty Ltd (Vendors), on the condition that the Company acquires 100% of the issued capital and entire business of RemSense Pty Ltd, as follows:

- (a) The shares issued to the Vendors who subscribed with cash for their shares in RemSense Pty Ltd are treated as being held by a related party, promoter or unrelated party seed capitalist of the Company.
- (b) Cash formula relief is applicable to those shares that are issued to the Vendors who subscribed for their RemSense Pty Ltd shares for cash consideration, provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to RemSense Pty Ltd.
- (c) For the purposes of determining the length of the escrow period for shares issued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will be deemed to begin on the date on which the cash subscription for their shares in RemSense Pty Ltd was made.
- (d) For the purposes of determining the length of the escrow period for shares issued to related party or promoter seed capitalists which are subject to 24 months escrow, the 24 months escrow period will begin on the date of the commencement of trading in the Company's securities.

ASX has considered Listing Rule 9.1(b) only and makes no statement as to the Company's compliance with other Listing Rules.

This release is authorised by the board of the company.

David McArthur
Company Secretary
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