



ASX Announcement

19 October 2023

Not for release to US wire services or distribution in the United States

Entitlement offer opens and dispatch of Offer Booklet to Eligible Shareholders

SenSen Networks Limited ('**SenSen**' or 'the **Company**') (ASX: SNS) on Wednesday, 11 October 2023 announced the launch of a A\$2.09 million entitlement offer of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.04 per New Share (**Entitlement Offer**).

The Entitlement Offer is comprised of a fully underwritten 1 – for – 13 pro rata traditional non-renounceable entitlement offer of New Shares to raise gross proceeds of approximately A\$2.09 million and is open to eligible shareholders with a registered address in Australia, the UK, India or New Zealand as at 7.00pm (Melbourne time) on Monday, 16 October 2023 (**Record Date**) (**Eligible Shareholders**).

Attached is a copy of the offer booklet for the Entitlement Offer (**Offer Booklet**) which will be made available to Eligible Shareholders either by email (if they have elected to receive electronic communications only), online or by post together with a personalised Entitlement and Acceptance Form. A copy of the Offer Booklet is also accessible at <https://www2.asx.com.au>.

Also attached is a sample of a letter that will be made available to SenSen shareholders who are eligible to participate, notifying them of the Entitlement Offer.

The Entitlement Offer is now open and closes at 5.00pm (Melbourne time) on **Thursday, 16 November 2023** (unless extended).

The Offer Booklet and the Entitlement and Acceptance Form contain important information about the Entitlement Offer, including how eligible shareholders can apply to participate in the Entitlement Offer.

Key Dates

Item	Date
ASX announcement of Entitlement Offer	Wednesday, 11 October 2023
Ex date	Friday, 13 October 2023
Record date for Entitlement Offer	7pm (Melbourne time) Monday, 16 October 2023
Despatch date Entitlement Offer opens	Thursday, 19 October 2023
Last date to extend Entitlement Offer closing date	Monday, 13 November 2023
Entitlement Offer close	5pm (Melbourne time) Thursday, 16 November 2023
Announcement of Entitlement Offer results	Monday, 20 November 2023

Item	Date
Entitlement Offer – Settlement Date	Wednesday, 22 November 2023
Issue Date	Before 12.00pm (Melbourne time) Thursday, 23 November 2023
Despatch Date	Friday, 24 November 2023
Trading in Entitlement Offer Shares	

Questions

If you have any questions in relation to the above, please contact the SenSen's Company Secretary, David Smith, at investors@sensen.ai during the offer period.

This release is approved by the Board of SenSen.

For further information, please contact:

David Smith
Executive Director and Company Secretary
Email: investors@sensen.ai.

About SenSen Networks Limited

An innovator in smart urban management solutions, SenSen leads the way in AI technology with the pioneering Live Awareness AI Platform. This revolutionary system analyzes data from cameras and sensors in real-world spaces, seamlessly integrating it with contextually significant digital enterprise data for a safer and more efficient global landscape.

SenSen's solutions are alleviating traffic congestion, enhancing road and personal safety, and elevating urban life in prominent cities like Chicago, Las Vegas, Vancouver, Calgary, Singapore, Adelaide, and Brisbane. Additionally, the company's AI-driven technology is generating substantial annual savings for major fuel retail brands, including AMPOL, Chevron, Liberty, and Woolworths.

For more information on SenSen's innovative live awareness AI solutions, please visit www.sensen.ai.

Disclaimer

Forward looking statements

This document contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this document are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of SenSen, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of SenSen's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of SenSen, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this document. The forward-looking statements are based on information available to SenSen as at the date of this document. Except as required by law or regulation (including the ASX Listing Rules), none of SenSen, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

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This document has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. Any securities described in this document have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state or jurisdiction of the United States. Accordingly, the securities described in this document may not be offered

or sold, directly or indirectly, in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable securities laws of any state or other jurisdiction of the United States



19 October 2023

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Dear Shareholder,

NOTIFICATION TO ELIGIBLE SHAREHOLDERS

On Wednesday, 11 October 2023, SenSen Networks Limited (ASX: SNS) (**SenSen** or the **Company**) announced the launch of a A\$2.09 million entitlement offer of new fully paid ordinary shares (**New Shares**) at an offer price of A\$0.04 per New Share (**Offer Price**) (**Entitlement Offer**).

The Entitlement Offer is comprised of a fully underwritten¹ 1-for-13 pro rata accelerated non-renounceable entitlement offer of New Shares to raise gross proceeds of approximately A\$2.09 million.

It is expected that approximately 52,442,066 New Shares will be issued under the Entitlement Offer (comprising approximately 7.7% of SenSen's existing issued capital). The Entitlement Offer is fully underwritten by Ankla Pty. Ltd., an entity within the Mizikovsky Group, SenSen's largest shareholder (**Underwriter**).

The Entitlement Offer is being made without a prospectus or disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

The New Shares will rank equally in all respects with SenSen's existing shares. If an eligible shareholder's entitlement results in a fraction of a New Share, the shareholder's entitlement will be rounded up to the nearest whole number.

An offer booklet for the Entitlement Offer (**Offer Booklet**) will be lodged with the ASX and made available on Thursday, 19 October 2023 to eligible retail shareholders with a registered address in Australia, the UK, India or New Zealand as at 7.00pm (Melbourne time) on Monday, 16 October 2023 (**Record Date**) (**Eligible Shareholders**).

You are an Eligible Shareholder as at the Record Date

As an Eligible Shareholder, you are offered an allocation of 1 New Share for every 13 SenSen shares that you held as at the Record Date (**Entitlement**) if (and only if) application monies are received via BPAY® or EFT prior to the closing date of the Entitlement Offer in accordance with the Offer Booklet and your personalised Entitlement and Acceptance Form (**Entitlement and Acceptance Form**).

If, following the allocation detailed above, there remains a shortfall, those unallocated New Shares will be allocated by SenSen to the Underwriter.

The Offer Price equates to a discount of approximately 17% based on the share price of \$0.048 at close of trading on Friday, 6 October 2023 and a discount of 20% to the 5-day volume weighted average price (in which trades were recorded) up to and including Friday, 6 October 2023 of \$0.050.

¹ Refer to the Offer Booklet for a description of the terms and conditions of the underwriting arrangement.

How to obtain a copy of the Offer Booklet and your personalised Entitlement and Acceptance Form

The Entitlement Offer is now open and closes at 5.00pm (Melbourne time) on **Thursday, 16 November 2023** (unless extended).

This letter provides you with instructions on how to obtain a copy of the Offer Booklet and your personalised Entitlement and Acceptance Form.

How to obtain a copy of the Offer Booklet and your personalised Entitlement and Acceptance Form

1. Go to <https://investor.automic.com.au/#/home> to view the Offer Booklet. You should read this document carefully and in full before deciding whether to participate.
2. Go to <https://investor.automic.com.au/#/home> and follow the steps below to access your personalised Entitlement and Acceptance Form:
 - a. Click on “Single holding” on the left hand side of the page.
 - b. Enter your HIN/SRN and your postcode or country (if overseas).
 - c. Select SenSen Networks Limited from the drop down and proceed to the next page.
 - d. Click on Documents at the top of the page and in the drop down select **Entitlement Acceptances**.

Alternatively, you may request a hard copy of the Offer Booklet and your personalised Entitlement and Acceptance Form, free of charge, by contacting the Company Secretary, David Smith, at investors@sensen.ai during the offer period.

SenSen encourages you to access the Offer Booklet online.

The Entitlement Offer is scheduled to close at **5.00pm (Melbourne time) on Thursday, 16 November 2023** (unless extended). Payment must be received before this time.

You should read the Offer Booklet carefully and in its entirety before deciding whether to participate in the Entitlement Offer.

Actions required by Eligible Shareholders

Your Entitlement is shown on the personalised Entitlement and Acceptance Form that accompanies the Offer Booklet which can be accessed as detailed above.

The choices available to Eligible Shareholders are described in the Offer Booklet. In summary, Eligible Shareholders may:

- (a) take up their Entitlement in full;
- (b) take up part of their Entitlement and allow the balance to lapse; or
- (c) take no action and allow all of their Entitlement to lapse.

For further details, see section 4 of the Offer Booklet.

If you wish to take up all or part of your Entitlement, please pay your application monies via BPAY® or EFT by following the instructions set out in your personalised Entitlement and Acceptance Form by no later than **5.00pm (Melbourne time) on Thursday, 16 November 2023**.

Questions

If you have any questions in relation to the above, please contact the SenSen's Company Secretary, David Smith, at investors@sensen.ai during the offer period.

On behalf of the Board, I invite you to consider this investment opportunity and thank you for your continued support.

Yours sincerely

Subhash Challa
Executive Chair
SenSen Networks Limited

Important information

Forward looking statements

This document contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this document are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of SenSen, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of SenSen's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of SenSen, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this document. The forward-looking statements are based on information available to SenSen as at the date of this document. Except as required by law or regulation (including the ASX Listing Rules), none of SenSen, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

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SenSen Networks Limited ACN 121 257 412

Non-Renounceable Entitlement Offer Booklet

A Non-Renounceable Pro-Rata Entitlement Offer of one (1) New Share for every thirteen (13) Shares held by Shareholders at the Record Date at an Issue Price of \$0.04 per New Share to raise approximately \$2.09 million before costs

The Entitlement Offer opens at 9:00 a.m. (Melbourne time) on Thursday, 19 October 2023.

The Entitlement Offer closes at 5:00 p.m. (Melbourne time) on Thursday, 16 November 2023.

The Entitlement Offer is fully underwritten by Ankla Pty. Ltd., an entity controlled by SenSen's largest shareholder, the Mizikovsky Group.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This Offer Booklet dated Thursday, 19 October 2023 and the accompanying personalised Entitlement Form contain important information. Please read both the Offer Booklet and the personalised Entitlement Form carefully and in their entirety and call your professional adviser or SenSen Networks Limited (**SenSen or Company**) if you have any queries. In particular, Eligible Shareholders should refer to the risk factors set out in Section 5 of this document. If you do not understand these documents, or are in doubt as to how to act, you should consult your financial or other professional adviser before making any investment decision.

The Offer Booklet is not a prospectus prepared in accordance with the Corporations Act and has not been lodged with ASIC. Accordingly, this Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document. As the Company is a listed disclosing entity which meets the requirements of section 708AA of the Corporations Act, the Entitlement Offer will be made without a prospectus. Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Entitlement Offer or the merits of the investment to which this Entitlement Offer relates.

Table of contents

Important information	1
1 Key Offer details.....	1
2 Letter from the Executive Chair.....	3
3 Details of the Entitlement Offer	5
4 What Eligible Shareholders may do	15
5 Risk Factors.....	20
6 Additional information.....	23
7 Glossary.....	29
8 Corporate Directory	31

Important information

Not a prospectus, not investment advice or financial product advice

The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

This Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act (or any other law). It should be read in conjunction with the Company's other periodic statements and continuous disclosure announcements lodged with ASX.

It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Company is not licensed to provide financial product advice in respect of the New Shares. Neither ASIC nor the ASX take responsibility for the contents of this Offer Booklet.

The information in this Offer Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. The potential tax effects of the Entitlement Offer will vary between individual investors. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of Shares the subject of the Entitlement Offer. If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant or other independent and appropriately licensed professional adviser.

By paying for your New Shares through BPAY® or EFT in accordance with the instructions on the Entitlement Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

You should also consider the key risks which is included Section 5 of this Offer Booklet.

References to 'you' and 'your Entitlement'

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' (or 'your Entitlement Form') are references to the Entitlement Form of Eligible Shareholders.

No Entitlement trading

Entitlements are non-renounceable and will not be tradable on the ASX or otherwise transferable. Accordingly, you cannot, in most circumstances, withdraw your Application for New Shares once it has been accepted.

Defined terms and time

Defined terms and abbreviations used in this Offer Booklet are defined and explained in the Glossary at Section 7 of this Offer Booklet.

Notwithstanding any references to the contrary, all references to time in this Offer Booklet are to **Melbourne time**.

This Offer Booklet should be read in its entirety

No person is authorised to give any information or make any representation in connection with the Entitlement Offer other than as contained in this Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in this Offer Booklet is not, and may not be relied upon as having been, authorised by the Company or any of its officers.

This Offer Booklet should be read in its entirety before you decide to participate in the Entitlement Offer.

If you have any questions about your Entitlement to New Shares, please contact either the Company using the contact details provided in the Corporate Directory in Section 8 of this Offer Booklet or your stockbroker or professional adviser.

Jurisdictions

This Offer Booklet does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia. See the foreign selling restrictions set out in Section 3.19 of this Offer Booklet for more information.

Financial forecasts and forward-looking statements

Some of the statements appearing in this Offer Booklet may be in the nature of forward-looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. These may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', or 'intends' and other similar such words that involve risks or uncertainties.

You should be aware that such statements are not statements of fact or guarantees and there can be no

certainty of outcome in relation to the matters to which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. These risk factors are discussed further in Section 5 of this Offer Booklet. Actual outcomes may differ materially from the events, intentions or results expressed or implied in any forward-looking statement in this Offer Booklet.

To the maximum extent permitted by law, none of the Company or any person named in this Offer Booklet or any person involved in the preparation of this Offer Booklet makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for such forward looking statements (including, without limitation, liability for negligence). The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Booklet, except where required by law. You are cautioned not to place undue reliance on any forward-looking statement having regard to the fact that the outcome may not be achieved.

Any pro forma financial information (including past performance information) provided in this Offer Booklet is for information purposes only and is not a forecast of operating results to be expected in any future period. Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Booklet.

Privacy Act

If you complete an Entitlement Form by payment in BPAY or EFT), you will be providing personal information to the Company (directly or to the Company's Share Registry). The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons lawfully entitled to inspect the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you by contacting the Company or its Share Registry. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Risks

You should consider Section 5 of this Offer Booklet for a summary of general and specific risk factors that may affect the Company.

Publicly available information

The Offer Booklet should be read in conjunction with the Company's continuous disclosure announcements made to the ASX available from the ASX website (at www.asx.com.au - ASX Code: SNS). The Company may release further announcements after the date of this Offer Booklet which may be relevant to your consideration of the Entitlement Offer.

Past performance

Investors should note that past performance, including past Share price performance, cannot be relied on as an indicator of, and provides no guidance as to, future Company performance, including future Share performance.

Underwriting

The Entitlement Offer is fully underwritten by the Underwriter, subject to the terms of an agreement between the Company and the Underwriter. See Sections 6.11 and 6.12 of this Offer Booklet for full particulars.

Neither the Underwriter, its affiliates, related bodies corporate (as that term is defined in the Corporations Act), nor their directors, employees, officers, representatives, agents, partners, consultants and advisers (together, the **Underwriter Parties**), nor the advisers to SenSen or any other person, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Offer Booklet (or any other materials released by SenSen) and none of them make or purport to make any statement in this Offer Booklet and there is no statement in this Offer Booklet which is based on any statement by any of them.

The Underwriter may, from time to time, hold interests in the securities of SenSen or earn brokerage fees or other benefits from SenSen.

Disclaimer

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of SenSen and the Underwriter. To the maximum extent permitted by law, SenSen and the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Underwriter Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in this Offer Booklet being inaccurate or due to information being omitted from this Offer Booklet, whether by way of negligence or

otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Offer Booklet.

The Underwriter takes no responsibility for any part of the Offer Booklet or liability for any loss or damage whatsoever arising from the use of any part of the Offer Booklet or otherwise arising in connection with it.

The Underwriter Parties make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement Form or otherwise paying for your New Shares through BPAY® or EFT in accordance with the instructions on the Entitlement Form, you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

1 Key Offer details

Key Status	
Issue Price	\$0.04 per New Share
Ratio	1 New Share for every 13 Shares held
Maximum number of New Shares to be issued under Entitlement Offer	52,442,066 (approximately)
Maximum amount to be raised under Entitlement Offer	\$2.09 million (approximately)
Maximum number of Shares on issue following the Entitlement Offer	734,188,920 (approximately)

As at the date of this Offer Booklet, SenSen has no options or other forms of security on issue. The Company notes however that in November 2023, it will issue Shares as deferred consideration to shareholders of Scancam Industries Pty Ltd (**Deferred Shares**)¹. Further, at the 2023 annual general meeting, the Company will be seeking Shareholder approval for the issue of Shares and performance rights under the incentive arrangements and salary sacrifice plan of the Company (**2023 AGM Securities**). Further detail on these security issues is contained in Section 3.7 of this Offer Booklet.

Indicative Timetable for the Entitlement Offer	
Activity	Date
Announcement of the Entitlement Offer and lodgement of Appendix 3B and 708AA cleansing notice with the ASX	Wednesday, 11 October 2023 Before market open
Trading on ex basis	Friday, 13 October 2023
Record Date for the Entitlement Offer (7:00 p.m. Melbourne time)	Monday, 16 October 2023
Lodgement of Offer Booklet and Letter to Eligible and Ineligible Shareholders regarding the Entitlement Offer	Thursday, 19 October 2023 Before market open
Offer Booklet and Entitlement Form sent to Eligible Shareholders	Thursday, 19 October 2023
Entitlement Offer opens	Thursday, 19 October 2023
Last day to extend the Closing Date	Monday, 13 November 2023
Closing Date for acceptances under the Entitlement Offer (5:00 p.m. Melbourne time)	Thursday, 16 November 2023
ASX notified of Shortfall	Friday, 17 November 2023
Allotment of New Shares issued under the Entitlement Offer and lodgement of Appendix 2A	Thursday, 23 November 2023
Expected despatch of Holding Statement and normal ASX trading for New Shares issued under the Entitlement Offer	Friday, 24 November 2023

The above dates are indicative only and may be subject to change. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Directors reserve the right:

¹ Refer to the ASX Announcement of 26 May 2021 for details of the acquisition of Scancam Industries Pty Ltd.

- (a) to vary the dates of the Entitlement Offer in consultation with the Underwriter;
- (b) not to proceed with the whole or part of the Entitlement Offer at any time prior to issue of the New Shares.

In the event the Directors decide not to proceed with the whole or part of the Entitlement Offer, Application Money (without interest) will be returned in full to the Applicants.

An extension of the Closing Date for the Entitlement Offer will delay the anticipated date for issue of the New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX.

Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to pay their Application Money as soon as possible after the Entitlement Offer opens.

You cannot, in most circumstances, withdraw an Application once it has been accepted. No cooling-off rights apply to the Entitlement Offer.

2 Letter from the Executive Chair

Dear Shareholder,

On behalf of the Board of SenSen Networks Limited (**SenSen** or the **Company**) I invite you to participate in the Company's fully underwritten non-renounceable pro-rata entitlement offer of 1 (one) New Share for every 13 (thirteen) Shares held by you at the Record Date, at an Issue Price of \$0.04 per New Share (**Entitlement Offer**) to raise a total of \$2.09 million (before costs).

The Entitlement Offer

On Wednesday, 11 October 2023, the Company announced that it would proceed with the Entitlement Offer.

The New Shares under the Entitlement Offer will be issued under exceptions 1 and 2 of ASX Listing Rule 7.2 and exception 1 of ASX Listing Rule 10.12 which means that Shareholder approval under ASX Listing Rule 7.1 and 10.11 (respectively) will not be required for the issue.

Under the Entitlement Offer, Eligible Shareholders who are on the Company's share register at 7:00p.m. (Melbourne time) on Monday, 16 October 2023 (**Record Date**) will be entitled to subscribe for 1 (one) New Share for every 13 (thirteen) Shares, at an Issue Price of \$0.04 per New Share (**Offer**) to raise a total of approximately \$2.09 million, on the terms set out in this Offer Booklet (**Entitlement**).

The Entitlement Offer is fully underwritten by Ankla Pty. Ltd., an entity within the Mizikovsky Group, SenSen's largest Shareholder.

The Issue Price represents a 16.7% discount to the last traded price of Shares on \$0.048, being the last trading day prior to the announcement of the Entitlement Offer.

All Directors and members of the management team that hold Shares in SenSen intend to take up their full Entitlement, this reflects approximately \$500,000 of the Entitlement Offer.

Proceeds of the Entitlement Offer

The Company has lodged a tender application for a significant, multi-year contract with an Australian based government customer (**Tender**). If the Tender is successful, this will require SenSen to allocate approximately \$900,000 from the proceeds of the Entitlement Offer to the costs of goods required to fulfill the contract the subject of the Tender (**Contract**), and the balance funds will be used for general working capital requirements of the SenSen Group.

Non-tradable rights

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferrable. Eligible Shareholders who do not take up their Entitlement will not receive any value in respect of those Entitlements.

Low-docs offer

The Entitlement Offer is to be made under s708AA of the Corporations Act and the Offer Booklet has been lodged with the ASX. A copy of that document can be accessed on the ASX website or the Company's website and is anticipated to be despatched to Eligible Shareholders (with personalised Entitlement Forms) on or before 19 October 2023.

How to apply

The Entitlement Offer is scheduled to close at **5:00p.m. (Melbourne time) on Thursday, 16 November 2023**. To participate in the Entitlement Offer, you must have applied for New Shares so that your BPAY® or EFT payment is received by this time (and your Entitlement Form is deemed to have been submitted). Shareholders recorded on the share register with an address outside Australia, New Zealand, the United Kingdom or India are not eligible to participate in the Entitlement Offer.

Shareholders with a Registered Address in New Zealand, the United Kingdom or India must note the selling restrictions set out in Section 3.19 of this Offer Booklet.

I encourage you to read this document before deciding whether or not to take up your Entitlement. You should read the key risk information included in Section 5 of this Offer Booklet.

If you have any questions in respect of the Entitlement Offer please consult your stockbroker, accountant or other professional adviser or call the Company Secretary on +61 3 9417 5368 or by email at investors@sensen.ai at any time between 8:30 a.m and 5:00 p.m. (Melbourne time) on Monday to Friday during the Entitlement Offer period.

Conclusion

As a Board, we appreciate the support of our existing Shareholders and we have been mindful of providing existing Shareholders the opportunity to increase their investment in the Company. This Entitlement Offer represents an opportunity for Shareholders to participate directly in an exciting new growth phase for the Company, and, on behalf of my fellow Directors, I look forward to welcoming your participation in the Entitlement Offer.

Subhash Challa
Executive Chair

3 Details of the Entitlement Offer

3.1 The Entitlement Offer

The Company is conducting a fully-underwritten non-renounceable pro rata offer of New Shares to Eligible Shareholders.

Eligible Shareholders who are recorded on the Company's share register at 7:00 p.m. (Melbourne time) on Monday, 16 October 2023 (**Record Date**) will be entitled to subscribe for 1 (one) New Share for every 13 (thirteen) Shares held by them on the Record Date. The Issue Price for each New Share is \$0.04, which is payable in full on Application.

Fractional Entitlements are being rounded up to the next whole New Share.

To participate in the Entitlement Offer, Eligible Shareholders need to ensure that payment of Application Money is received by the Company on or before the Closing Date, in accordance with the instructions in Section 4 of this Offer Booklet.

The maximum number of New Shares to be issued under the Entitlement Offer will be approximately 52,442,066, to raise up to approximately \$2.09 million (before costs). The details of the use of the proceeds of the Entitlement Offer are set out in Section 3.5 below.

All of the New Shares offered under this Offer Booklet will rank equally with the Shares on issue at the date of this Offer Booklet, on and from their date of issue.

The Directors may, at any time, decide to withdraw this Offer Booklet and the Entitlement Offer of New Shares made under it, in which case the Company will return all Application Money (without interest) within 28 days of giving such notice of withdrawal.

There is no minimum subscription.

There is no offer for Eligible Shareholders to take up New Shares in addition to their Entitlement.

3.2 Snapshot of the Entitlement Offer

A snapshot of the Entitlement Offer is detailed below:

Summary of Offer	
Issue Price per New Share	\$0.04 per New Share payable in full on Application
Entitlement	1 New Share for every 13 Shares held by the Shareholders on the Record Date There is no offer of Shortfall Shares to Shareholders
Discount of the Issue Price to the closing price of \$0.048 on 6 October 2023	16.7%
Discount of the Issue Price to the 5-day volume weighted average price (during which trades were recorded) up to and including 6 October 2023 of \$0.050	20%
Maximum number of New Shares to be issued under the Entitlement Offer ²	52,442,066 (approximately)
Maximum amount to be raised under the Entitlement Offer	\$2.09 million (approximately)

² A small number of additional New Shares may be issued due to rounding of individual entitlements.

Summary of Offer

Maximum number of Shares on issue following the Entitlement Offer	734,188,920 (approximately)
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As at the date of this Offer Booklet, SenSen has no options or other forms of security on issue. The Company notes however that in November 2023, it will issue Deferred Shares as deferred consideration to shareholders of Scancam Industries Pty Ltd³. Further, at the 2023 annual general meeting, the Company will be seeking Shareholder approval for the issue of the 2023 AGM Securities, being the Shares and performance rights proposed to be issued under the incentive arrangements and salary sacrifice plan of the Company. Further detail on these security issues is contained in Section 3.7 of this Offer Booklet.

3.3 Eligibility to participate in Entitlement Offer

The Entitlement Offer is being offered to Eligible Shareholders only.

Eligible Shareholders are persons who are registered as a holder of Shares as at the Record Date that:

- (a) have a Registered Address in Australia, New Zealand, the United Kingdom or India; and
- (b) are not in the United States and are not acting for the account or benefit of a person in the United States,

(Eligible Shareholders).

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to Shareholders who have a Registered Address outside Australia, New Zealand, the United Kingdom or India having regard to the number of such holders in those places and the number and the value of the New Shares that they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those places. The Company may (in its absolute discretion) extend the Entitlement Offer to Shareholders who have Registered Addresses outside of Australia, New Zealand, the United Kingdom or India in accordance with applicable law.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of the Company. The Company and the Underwriter disclaim any liability in respect of the exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

Shareholders with a Registered Address in New Zealand, the United Kingdom or India must note the selling restrictions set out in Section 3.19 of this Offer Booklet.

Eligible Shareholders will receive a personalised Entitlement Form setting out their Entitlement which will accompany the paper copy of this Offer Booklet sent to them. Shareholders who are not Eligible Shareholders, will not be entitled to participate in the Entitlement Offer or to subscribe for New Shares.

3.4 Shortfall

Eligible Shareholders may apply for a maximum of their full Entitlement and may not apply for New Shares in excess of their Entitlement.

Following the allocation of the New Shares, any remaining Shares will be issued to the Underwriter in accordance with the Underwriting Agreement.

³ Refer to the ASX Announcement of 26 May 2021 for details of the acquisition of Scancam Industries Pty Ltd.

3.5 Use of funds

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$2.09 million (before the payment of the costs associated with the Entitlement Offer).

The Company has lodged a tender application for a significant, multi-year contract with an Australian based government customer (**Tender**). If the Tender is successful, this will require SenSen to allocate approximately \$900,000 from the proceeds of the Entitlement Offer to the costs of goods required to fulfill the contract the subject of the Tender (**Contract**).

In the event the Contract is awarded, the Company will apply the funds raised under the Entitlement Offer (\$2.09m in total) as follows:

Use of funds under the Entitlement Offer	
Costs of goods required to fulfill the Contract the subject of the Tender	\$0.9m
To expedite other near term projects requiring material COGS and general working capital requirements of the SenSen Group	\$1.19m
TOTAL	\$2.09m

In the event the Contract is not awarded, the Company will apply the funds raised under the Entitlement Offer (\$2.09m in total) as follows:

Use of funds under the Entitlement Offer	
To expedite other near term projects requiring material COGS	\$1.19m
General working capital requirements of the SenSen Group.	\$0.9m
TOTAL	\$2.09m

The above is a statement of the Board's current intentions as at the date of this Offer Booklet. However, Shareholders should note that, as with any budget, the allocation of funds set out above may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

3.6 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Ltd ACN 008 504 532, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored Sub-register, your statement will be despatched by Friday, 24 November 2023 and will contain the number of New Shares issued to you under this Offer Booklet and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time; however, there may be a charge associated with the provision of this service.

3.7 Capital structure

The principal effect of the Entitlement Offer will be to increase the total number of Shares and to increase the cash reserves by up to \$2.09 million (before deducting the costs of the Entitlement Offer).

Capital structure – before and after completion of the Entitlement Offer

The following table shows the capital structure of the Company before and immediately after completion of the Entitlement Offer:

Shares and other securities	Number
Current issued Shares and other securities	
Shares on issue at the date of this Offer Booklet	681,746,854 Shares
Other securities on issue at the date of this Offer Booklet	Nil
The Entitlement Offer	
Maximum number of New Shares to be issued under the Entitlement Offer	52,442,066 Shares (approximately)
Maximum number of Shares and other securities on issue following the Entitlement Offer	
Maximum number of Shares on issue following the Entitlement Offer ⁴	734,188,920 Shares (approximately)
Deferred Shares to be issued to shareholders of Scancam Industries Pty Ltd ⁵	17,036,806 Shares
Other securities on issue immediately following the Entitlement Offer	Nil

The above figures may vary slightly due to rounding of individual entitlements.

There are no Existing Options on issue as at the date of this Offer Booklet.

Capital structure – before and after completion of the Entitlement Offer (assuming the issue of the 2023 AGM Securities)

The following table shows the capital structure of the Company before and after completion of the Entitlement Offer and assuming the issue of the 2023 AGM Securities for which shareholder approval is being sought at the 2023 annual general meeting:

Shares and other securities	Number
Current issued Shares and other securities	
Shares on issue at the date of this Offer Booklet	681,746,854 Shares
Other securities on issue at the date of this Offer Booklet	Nil
The Entitlement Offer	
Maximum number of New Shares to be issued under the Entitlement Offer	52,442,066 Shares (approximately)
Maximum number of Shares and other securities on issue following the Entitlement Offer	

⁴ A small number of additional New Shares may be issued due to rounding of individual entitlements.

⁵ Refer to the ASX Announcement on 26 May 2021 for details of the acquisition of Scancam Industries Pty Ltd.

Maximum number of Shares on issue following the Entitlement Offer ⁶	734,188,920 Shares (approximately)
Shares to be issued as Deferred Shares to shareholders of Scancam Industries Pty Ltd	17,036,806 Shares (approximately)
Other securities on issue immediately following the Entitlement Offer	Nil
Maximum number of Shares on issue following the Entitlement Offer and assuming the issue of the 2023 AGM Securities	
Maximum number of Shares on issue immediately following the Entitlement Offer ⁷ and issue of Deferred Shares	751,225,726 Shares (approximately)
Securities proposed to be issued following the 2023 annual general meeting:	25,077,526 Shares (approximately)
Securities that will not require Shareholder approval:	18 Performance Rights
<ul style="list-style-type: none"> 17,317,441 Shares to be issued to employees (other than Directors) under the SenSen Incentive Plan and Salary Sacrifice Plan to be issued over the period from 30 November 2023 to 30 June 2024; 	
Securities that will require Shareholder approval at the 2023 annual general meeting:	
<ul style="list-style-type: none"> 4,146,079 Shares to be issued to Directors under the SenSen Incentive Plan; 3,614,006 Shares issued to be issued to Directors under the SenSen Salary Sacrifice Plan for the period to be issued over the period from 1 May 2023 to 30 June 2024; and 18 Performance Rights to be issued to Directors under the SenSen Incentive Plan for performance over the period from 1 July 2023 to 31 July 2026. Assuming all hurdles are met over that period and a volume weighted average price of \$0.045, the 18 Performance Rights will be converted into 38,618,013 Shares (approximately) and issued over the period between 30 June 2024 to 31 July 2026. 	
Maximum number of Shares on issue immediately following the Entitlement Offer, issue of Deferred Shares and issue of 2023 AGM Securities	776,303,252 Shares (approximately) 18 Performance Rights

3.8 Offer fully underwritten

The Entitlement Offer is fully underwritten by the Underwriter. Subject to the terms of the Underwriting Agreement, the Underwriter will lodge or cause to be lodged with the Company, Applications for any New Shares not subscribed for by Eligible Shareholders.

A summary of the material terms of the Underwriting Agreement is set out in Section 6.12.

3.9 Impact of the Entitlement Offer on your shareholding and possible dilutive effect

The dilutionary effect of the Entitlement Offer on your shareholding will depend on whether you are an Eligible Shareholder and, if so, whether you elect to subscribe for some or all of your Entitlement.

⁶ A small number of additional New Shares may be issued due to rounding of individual entitlements.

⁷ A small number of additional New Shares may be issued due to rounding of individual entitlements.

If Eligible Shareholders take up all of their Entitlements under the Entitlement Offer, Eligible Shareholders will hold the same percentage interest in the Company (immediately following completion of the Entitlement Offer) as they did immediately prior to completion of the Entitlement Offer.

However, to the extent that any Shareholder fails to take up their full Entitlement to New Shares under the Entitlement Offer, and Ineligible Shareholders are unable to participate in the Entitlement Offer, that Shareholder's percentage holding in the Company will be diluted.

Please refer to Section 3.10 below for details on the effect of the Entitlement Offer on Voting Power in the Company.

3.10 Effect of Offer on Voting Power in the Company

As the acquisition of Shares under the Entitlement Offer does not satisfy the requirements of exception 10 of section 611 of the Corporations Act, no person (including the Underwriter) will be entitled to acquire Shares pursuant to the Entitlement Offer if to do so would result in their, or another person's, Voting Power in the Company increasing from 20% or below to more than 20%, or from a starting point above 20% to below 90%, unless an exception to the restrictions contained in section 606 of the Corporations Act applies.

Accordingly, as there are currently no exceptions to the restrictions contained in section 606 of the Corporations Act that apply and in light of the size of the Entitlement Offer, the Entitlement Offer is not expected to have any material effect or consequence on the control of the Company.

The following table sets out the possible effects of the Entitlement Offer on the existing Shareholders and Underwriter's (and its associates) Voting Power in the Company on completion of the Entitlement Offer, under three potential scenarios (depending on the level of acceptances received pursuant to the Entitlement Offer).

Given that the Directors and members of the management team that hold Shares in SenSen intend to take up their full Entitlement, this is detailed at 100%, 50% and 30% take-up.

Voting Power	No Shortfall Amount		50% Shortfall Amount		70% Shortfall Amount	
	Number of Shares	Shares %	Number of Shares	Shares %	Number of Shares	Shares %
Equity Plan Services Pty Ltd	82,178,364	11.2%	82,178,364	11.2%	82,178,364	11.2%
Mizikovsky Group ⁸ (excl underwriting)	100,629,214	13.7%	100,629,214	13.7%	100,629,214	13.7%
Mr Subhash Challa ⁹	95,332,662	13.0%	95,332,662	13.0%	95,332,662	13.0%
Zenon Pasiczny/Saphet Capital Management Pty Ltd ¹⁰	50,751,356	6.9%	50,751,356	6.9%	50,751,356	6.9%
Existing Shareholders (with the exception of the Shareholders listed above)	405,297,324	55.2%	379,076,291	51.6%	368,587,878	50.2%

⁸ This is related to the Underwriter and intends on acquiring 100% of its Entitlement.

⁹ Mr Challa, Director has indicated that he intends on acquiring 100% of his Entitlement.

¹⁰ Mr Pasiczny, Director has indicated that he intends on acquiring 100% of his Entitlement.

Voting Power	No Shortfall Amount		50% Shortfall Amount		70% Shortfall Amount	
	Number of Shares	Shares %	Number of Shares	Shares %	Number of Shares	Shares %
Underwriter (Ankla Pty Ltd) ¹¹	-	0%	26,221,033	3.6%	36,709,446	5.0%
Total	734,188,920	100%	734,188,920	100%	734,188,920	100%

Whether the Underwriter is required to subscribe for New Shares pursuant to the Underwriting Agreement and, therefore, any consequential increase in their Voting Power in the Company on the close of the Entitlement Offer, is dependent on the size of the Shortfall (if any), the number of New Shares subscribed for by the Underwriter and whether the Underwriter increases their Voting Power in the Company between the date of this Offer Booklet and Completion of the Entitlement Offer.

Given the SenSen Directors have confirmed they intend on taking up their entire Entitlement, that will account for approximately 22%. In the event only 22% of Shareholders take up their Entitlement (leaving a 78% shortfall), the maximum Voting Power of the Underwriter and its associates will be 19.3%.

The Company notes however that at the 2023 annual general meeting it will be seeking Shareholder approval for a number of Shares to be issued as deferred consideration to shareholders of Scancam Industries Pty Ltd ACN 165 634 293 and Shareholder approval for the issue of Shares and performance rights under the incentive arrangements of the Company. Such issues (if approved), will further dilute the holding of Shareholders. Further detail on these security issues is contained in Section 3.7 of this Offer Booklet.

3.11 Directors' intentions and participation

The Directors who hold Shares all intend to participate in the Entitlement Offer for their entire respective Entitlements.

3.12 Entitlements and acceptance

Details of how to apply under the Entitlement Offer are set out in Section 4 of this Offer Booklet.

The Entitlement of Eligible Shareholders to participate in the Entitlement Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement Form accompanying the Offer Booklet that will be posted to Eligible Shareholders.

3.13 No rights trading

The right to subscribe for New Shares pursuant to the Entitlement Offer is non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Entitlement Offer to any other party. If you do not take up your Entitlement to New Shares by the Closing Date, your Entitlement will lapse.

3.14 Risks

There are various risks associated with investing in the Company, as with any stock market investment, and, specifically, because of the nature of the Company's business and the present stage of development of the Company's operations. Potential investors should consider whether the securities are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out in Section 5 of this Offer Booklet. Many of those risk factors are outside the control of the Company.

¹¹ This excludes the holding of the Mizikovsky Group (which is detailed in an above row)

3.15 Issue and dispatch

New Shares issued pursuant to this Offer Booklet will be issued in accordance with the Listing Rules and the indicative timetable set out in Section 1 of this Offer Booklet.

Pending the issue of New Shares or the payment of refunds pursuant to this Offer Booklet, all Application Money will be held in trust for the relevant Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on the bank account and each Applicant of New Shares waives the right to claim interest by making payment by BPAY or EFT in accordance with the Entitlement Form.

The expected dates for the issue of New Shares offered by this Offer Booklet and dispatch of Holding Statements is expected to occur on the dates specified in the indicative timetable set out in Section 1 of this Offer Booklet. It is the responsibility of Applicants for New Shares to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their Holding Statements will do so at their own risk.

3.16 Taxation matters

It should not be inferred or implied that the Company, Directors or its officers purport to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Booklet. The Company, including its advisers, Directors and officers, do not accept any responsibility or liability for any such taxation consequences to Eligible Shareholders. Eligible Shareholders should consult their professional tax adviser in connection with the tax consequences of subscribing for any New Shares under this Offer Booklet.

3.17 Continuous disclosure

The Company is a 'disclosing entity' under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half yearly reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware of which a reasonable person would expect to have a material effect on the price or value of the Company's Shares. That information is available to the public from ASX.

This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for New Shares. All announcements made by the Company are available from its website <https://sensen.ai/asx-announcements/> or the ASX at www.asx.com.au (ASX Code: SNS).

3.18 Ineligible Shareholders

The restrictions upon eligibility to participate in the Entitlement Offer arise because the Company has determined, pursuant to Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. This decision has been made after taking into account the relatively small number of Shareholders in the jurisdictions in which the Ineligible Shareholders are located, the relatively small number and value of New Shares to which those Shareholders would otherwise be entitled to subscribe for, and the potential costs of complying with legal and regulatory requirements in the jurisdictions in which the Ineligible Shareholders are located.

The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company may determine whether a Shareholder is an Eligible

Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of such determination.

3.19 Foreign Jurisdictions

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia.

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and to New Zealand, the United Kingdom or India may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions.

Any non-compliance with these restrictions may contravene applicable securities laws.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with Registered Addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United Kingdom

Neither this Offer Booklet nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (FSMA)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Offer Booklet is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Offer Booklet may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Offer Booklet is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO)*, (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated ("relevant persons"). The investment to which this Offer Booklet relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Offer Booklet.

India

This Offer Booklet does not constitute an offer of equity securities to the public in India nor a prospectus under the *Companies Act, 2013* (India) and may not be circulated or distributed, directly or indirectly, to the public in India. The New Shares may not be offered, directly or indirectly, in India, to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws under which an offer is being made strictly on a private and confidential basis and is not an offer to the public in India.

This Offer Booklet may not be circulated to more than 200 persons in India on an aggregate basis (excluding qualified institutional buyers) and solely to persons who are Shareholders of the Company.

This Offer Booklet has been prepared solely to provide general information about the offer to existing shareholders of the Company. This Offer Booklet does not purport to contain all the information that any eligible investor may require.

Apart from this Offer Booklet, no other offer document has been prepared in connection with the Entitlement Offer nor is any offer document or prospectus required to be registered under the laws of India. Accordingly, this Offer Booklet has not been delivered for registration, nor is it intended to be registered, with any regulatory authority in India.

An investor may require approval under exchange controls administered by the Reserve Bank of India in order to subscribe for New Shares.

United States

None of the information in this Offer Booklet, or the Entitlement Form that will accompany this Offer Booklet when it is despatched to Eligible Shareholders, constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (**United States**). Neither this Offer Booklet (or any part of it) nor the Entitlement Form, may be released or distributed directly or indirectly, to persons in the United States.

The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons (including nominees or custodians) who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to, or for the account or benefit of, a person in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction in the United States.

Ineligible Shareholders are not entitled to participate in the Entitlement Offer.

3.20 ASX quotation

The Company will apply to ASX for quotation of the New Shares on ASX. If ASX does not grant official quotation of the New Shares, the Company will not issue any New Shares and all Application Money will be refunded, without interest. The Company disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by the Company or the Share Registry.

3.21 Enquiries

If you have any questions, please contact the Company Secretary, Mr David Smith, on +61 3 9417 5368 or by email at investors@sensen.ai at any time between 8:30 a.m and 5:00 p.m. (Melbourne time) on Monday to Friday during the Entitlement Offer period.

If you are in any doubt as to whether you should participate in the Entitlement Offer you should consult your stockbroker, accountant, solicitor or other professional adviser.

4 What Eligible Shareholders may do

Eligible Shareholders will receive a personalised Entitlement Form setting out their Entitlement with the paper copy of this Offer Booklet sent to them. Shareholders, who are not Eligible Shareholders, will not receive an Entitlement Form.

Eligible Shareholders' Entitlements to New Shares will be shown on the Entitlement Form accompanying the paper copy of this Offer Booklet sent to them. Before taking any action in relation to the Entitlement Offer, you should read this Offer Booklet in its entirety, and seek professional advice from your professional adviser.

You may:

- (a) take up all of your Entitlement to New Shares (see Section 4.1 below). You may not take up New Shares in excess of your Entitlement;
- (b) take up part of your Entitlement to New Shares and allow the balance to lapse, in which case you will receive no value for those lapsed Entitlements (see Section 4.2 below); or
- (c) do nothing and allow all of your Entitlement to New Shares to lapse, in which case you will receive no value for those lapsed Entitlements (see Section 4.5 below).

Eligible Shareholders who do not participate in the Entitlement Offer, or participate for an amount that is less than their full Entitlement, will have their percentage Shareholding in the Company reduced or diluted.

4.1 If you wish to take up all of your Entitlement to New Shares

If you wish to accept your Entitlement in full, you should note your Entitlement and requisite Application Money specified in the Entitlement Form, and make a payment by BPAY or EFT for the total Application Money in accordance with the instructions contained in this Offer Booklet and detailed on the Entitlement Form (calculated at \$0.04 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

4.2 If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse

If you wish to accept part of your Entitlement and allow the balance to lapse, you should note your Entitlement and requisite Application Money specified in the Entitlement Form, and make a payment by BPAY or EFT for the total Application Money relating to the portion of Shares you do wish to apply for in accordance with the instructions contained in this Offer Booklet and detailed on the Entitlement Form (calculated at \$0.04 per New Share accepted under the Entitlement Offer). Please read the instructions carefully.

4.3 Payment by BPAY®

You may pay via BPAY. Eligible Shareholders should note:

- (a) You should make your payment in respect of your Application Money via BPAY® for the number of New Shares you wish to subscribe for (being the Issue Price of \$0.04 multiplied by the number of New Shares you are applying for).
- (b) Please follow the instructions on your personalised Entitlement Form (which includes the Biller Code and your unique Reference Number).
- (c) Your BPAY® payment must be received by no later than 5:00 p.m. (Melbourne time) on the Closing Date. Applicants should be aware that their own financial institution may impose earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

- (d) You do not need to submit your Entitlement Form but, by making a payment through BPAY®, you will be taken to have applied for the New Shares and made the declarations set out in the Entitlement Form.
- (e) If you apply for more New Shares than your maximum Entitlement, you will only be issued New Shares reflecting your maximum Entitlement.
- (f) Please make sure to use the specific Biller Code and unique Reference Number on your personalised Entitlement Form.

Eligible Shareholders may not pay via cheque and must not forward cash by mail. Receipts for payment will not be issued.

If you have more than one holding of Shares you will be sent more than one personalised Entitlement Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement Form, please only use the Reference Number specific to the Entitlement on that form. If you inadvertently use the same Reference Number for more than one of your Entitlements, you will be deemed to have applied only for your Entitlements to which that Reference Number applies.

If the amount of your BPAY® payment for Application Money is insufficient to pay in full for the number of New Shares you have applied for, you will be taken to have applied for such lower whole number of New Shares as your cleared Application Money will pay for. Alternatively, your Application will be rejected (at the discretion of the Company).

Any Application Money received by the Company in excess of your Entitlement of New Shares will be refunded by EFT as soon as practicable after the close of the Entitlement Offer. It is not practical to refund any amount of less than \$5.00 to Shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

If you take no action or your fail to take any action prior to the Closing Date, your Entitlement under the Entitlement Offer will lapse.

4.4 **Payment by EFT**

For payment by EFT, please follow the instructions on the personalised Entitlement Form which includes your Unique Reference Number. The Unique Reference Number is used to identify your holding. Eligible Shareholders who have multiple holdings will have multiple Unique Reference Numbers. You must use the Unique Reference Number shown on each Entitlement Form to pay for each holding separately. Please note that should you choose to pay by EFT:

- (a) You do not need to submit your Entitlement Form but, by making a payment through EFT, you will be taken to have applied for the New Shares and made the declarations set out in the Entitlement Form.
- (b) If you apply for more New Shares than your maximum Entitlement, you will only be issued New Shares reflecting your maximum Entitlement.

Any Application Money received by the Company in excess of your Entitlement of New Shares will be refunded by EFT as soon as practicable after the close of the Entitlement Offer. It is not practical to refund any amount of less than \$5.00 to Shareholders and any refunds owing for less than this amount will be retained by the Company. No interest will be paid to Applicants on any Application Money received or refunded.

If you take no action or your fail to take any action prior to the Closing Date, your Entitlement under the Entitlement Offer will lapse.

4.5 **Entitlement to New Shares not taken up**

If you decide not to take up all or any part of your Entitlement to New Shares, do not take any further action and your Entitlement will lapse. In this instance, the New Shares to which you would have been entitled to subscribe for shall be issued pursuant to the Underwriting

Agreement. You will receive no payment for your lapsed Entitlements. You cannot sell or transfer your Entitlements to another person. Your holding of Shares will, however, be diluted because the issue of New Shares will increase the total number of Shares on issue.

4.6 Entitlement Form is binding

Payment made through BPAY® or EFT constitutes a binding and irrevocable offer to apply for New Shares on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn.

Your Application will be considered to be for as many New Shares as your payment will cover.

By making payment by BPAY® or EFT, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) for the benefit of the Company, the Underwriter and each of their respective related bodies corporate and affiliates, you are an Eligible Shareholder and that the Entitlement Offer can be made to you in accordance with this Offer Booklet, in accordance with applicable securities laws;
- (b) you have read and understood this Offer Booklet and your Entitlement Form in their entirety and provide the authorisations contained in this Offer Booklet and Entitlement Form;
- (c) you agree to be bound by the terms of the Entitlement Offer, provisions of the Offer Booklet and the Company's constitution;
- (d) you declare that you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement Form;
- (e) all details and statements in the Entitlement Form are complete and accurate;
- (f) you authorise the Company to register you as the holder of New Shares issued to you;
- (g) once the Company (or the Share Registry) receives the Entitlement Form or any payment of Application Money via BPAY® or EFT, you may not withdraw it except as allowed by law;
- (h) you agree to apply for the number of New Shares specified in the Entitlement Form, or for which you have submitted payment of any Application Money via BPAY® or EFT, at the Issue Price per New Share (but not in excess of your Entitlement);
- (i) you agree to be issued the number of New Shares that you apply for in the Entitlement Form (but not in excess of your Entitlement);
- (j) you authorise the Company, the Underwriter, the Share Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement Form;
- (k) you authorise the Company to correct any errors in your Entitlement Form or other form provided by you;
- (l) you declare that you were the current registered holder(s) on the Record Date of that number of Shares as indicated on the Entitlement Form as being held by you;
- (m) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (n) you acknowledge that the information contained in this Offer Booklet and the Entitlement Form is not investment advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular

needs, and that the Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

- (o) you acknowledge the statement of risks in the Risk Factors detailed in Section 5 of this Offer Booklet, and that investments in the Company are subject to investment risk;
- (p) you acknowledge that none of the Company, the Underwriter and their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantee the performance of the Company, nor do they guarantee the repayment of capital;
- (q) you acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Underwriter; and
 - (ii) each of the Company and the Underwriter, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law; and
- (r) you will also be deemed to have acknowledged, represented and warranted on your behalf and on behalf of and in relation to each person on whose account you are acting that:
 - (i) you are not in the United States and are not acting for the account of or benefit of a person in the United States;
 - (ii) you will not send any materials relating to the Entitlement Offer to any person in the United States or any other country outside Australia or New Zealand; and
 - (iii) you agree that the allotment of New Shares to you constitutes acceptance of your Application.

4.7 **Brokerage and stamp duty**

No brokerage fees are payable for the issue of New Shares pursuant to this Offer Booklet. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

4.8 **Notice to nominees and custodians**

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia and New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

4.9 **Withdrawal of the Entitlement Offer**

Subject to applicable law, the Company reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund any Application Money already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Money paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of Application Money will belong to the Company.

4.10 **Risks**

Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in Section 5 of this Offer Booklet.

5 Risk Factors

5.1 Introduction

The New Shares offered under this Offer Booklet should be considered speculative because of the nature of the Company's business. There are numerous risk factors involved with the Company's existing business and participation in the Entitlement Offer. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of some of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Booklet in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

5.2 Industry and Company specific risks

(a) Cost of materials

SenSen is not immune to the rising cost of materials and equipment, in particular semi-conductors and computer chips which are important inputs into its product offering. The Company is managing this risk by moving from a just-in-time delivery model to holding some inventory at known prices. Further the Company is embedding clauses in sales contracts that allow any significant change in the cost of equipment to be passed on to the customer.

(b) Regulatory

The Company operates within a constantly changing regulatory environment and is required to respond to any changes to privacy regulations or regulations around the use of artificial intelligence. The Company monitors changes in the regulatory environment and has the ability to make changes to its software as is necessary to remain compliant.

(c) Litigation risk

The Company may be exposed to potential legal and other claims or disputes in the future which could negatively impact the Company's financial performance through damages payments and harm to reputation.

The Company further notes that as detailed in the FY23 Annual Report, through the course of FY23, SenSen was served with Federal Court of Australia proceedings by the solicitors for Angel Group Co., Ltd and Angel Australia Pty Ltd (**Angel**) and similar proceedings were served in Philippines whereby it is alleged that the Company has infringed the claims of some of Angel's patent claims. The Company is vigorously defending these proceedings and working with its lawyers to bring cross-claims against Angel to claim relief for unjustified threats of patent infringement and invalidity of the Angel patents in suit. To the extent that Angel is successful, this could result in court orders which could negatively impact Company's financial performance through a restriction of the gaming business activities of SenSen, damages and costs payments, and harm to reputation.

Notwithstanding the above, SenSen notes that the gaming business is a small part of the Company's overall business, currently contributing less than 10% of revenue.

(d) Financing risk

The Company, in order to meet future ongoing work programs, will likely require additional capital (via equity, etc). There can be no assurance that sufficient capital funding will be available to the Company on favourable terms or at all. If the Company is unable to raise necessary capital, there may be a reduction in planned capital

expenditure which could have a material adverse effect on the Company's ability to expand its business and/or maintain operations at current levels; this could, in turn, have a material adverse effect on the Company's business, financial condition and operations. Any additional capital requirements may dilute existing shareholdings.

(e) **Reliance on key personnel risk**

The Company is reliant on its senior management and key personnel. There is a risk that the Company may not be able to retain or hire all necessary personnel. The Company's progress in pursuing its appraisal programs within the timeframes and currently envisaged cost structure could be influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's appraisal programs progress. The result of such loss would depend on the quality and timing of the employee's replacement. Although the Company's key personnel have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives.

(f) **Product innovation and competitive advantage**

Competitors may bring comparable products or technology to the market which may challenge the Company's perceived advantage. Products and technologies developed by competitors may render the Company's product and platform obsolete or non-competitive. The Company continuously monitors market developments and new products. The Company continues to invest in its platform development to improve its intellectual property and services and regularly registers new patents for developments it makes in its software.

(g) **Sustainability**

The impact a business makes on the environment in which it operates is a key focus for all businesses. The impact of a company's actions can impact many facets of its operations. The Company is constantly looking for ways to reduce its impact on the environment. This is done by focusing on the minimum resources required to run the company, be it floor space, IT equipment, server usage or other resources consumed.

(h) **Public perception impacts on customers**

The general public is becoming increasingly vocal about privacy and the impacts of technology on day to day lives. The impact of a public relations issue may influence SenSen customers' use of our products. The Company continuously monitors news and industry information for any exposure to potential perception issues and is quick to address any performance issues that may provide the catalyst to a perception issue.

5.3 **General investment risks**

(a) **Economic risk**

Factors such as economic outlook, inflation, currency fluctuation, interest rates, demand, global geo-political events and hostilities and industrial disruption have an impact on operating costs and share market conditions. The Company's future possible profitability and the market price of the Company Shares can be affected by these factors which are beyond the control of its Directors.

(b) **Investing in shares**

Once the New Shares are quoted on the ASX, their price may rise or fall and they may trade at prices below or above the Issue Price. There also can be no assurance that the New Shares will be traded actively. In common with other listed entities, the Company's Shares can be affected by factors that are unrelated to the operating performance or underlying value of the Company, such as domestic and international

economic conditions. These fluctuations may adversely affect the price of the Company's Shares, including the New Shares once issued.

(c) **General economic conditions:**

The Company's operation and financial performance is affected by general economic business conditions including inflation levels, interest rates, exchange rates, government fiscal and monetary policies, and changing healthcare policies and medical reimbursement in the jurisdictions in which the Company operates. A sustained decline in general economic condition, such as an increase in interest rates, could be expected to have a material adverse effect on the Company's operation and financial standing.

(d) **Accounting standards**

Australian accounting standards are set by the Australian Accounting Standards Board (**AASB**) and are therefore outside the Directors' and the Company's control. Changes to accounting standards issued by the AASB could materially adversely affect the way in which the Company's financial performance is perceived by the market.

(e) **Taxation risks**

Changes to tax law in Australia or other jurisdictions in which the Company and its Shareholders operate may affect the Company and its Shareholders. Personal tax liabilities are the responsibility of each individual investor and the Company has no responsibility for taxation or taxation penalties incurred by its Shareholders.

(f) **Equity market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(g) **Business factors**

The continuing economic viability of the Company will be dependent on managing risk factors normally found in conducting a business, including management of contractual risks, litigation due to breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise), strikes, lockouts, loss of services of key management or operational personnel or change in tax and accounting laws. There can be no assurance that parties with whom the Company has entered into commercial arrangements will adhere to the terms of the contracts and arrangements. There is the potential of material failure by or insolvency of any contractor used by the Company in any of its activities. Such being the case, this could cause disruption to the operations of the Company. The Company is unable to predict the risk of insolvency or other managerial failure by any of its contractors or other service providers used by the Company. All of the mentioned business factors could have a material adverse effect on the results of the operations or the financial condition of the Company.

6 Additional information

6.1 General

This Offer Booklet and the Entitlement Form have been prepared by the Company.

This Offer Booklet is dated Thursday, 19 October 2023.

You should read this Offer Booklet carefully and in its entirety before deciding to invest in New Shares. In particular you should consider the risk factors referred to in the Risk Factors Section 5 of this Offer Booklet that could affect the performance of the Company or the value of an investment in the Company.

The past performance of the Company, and the past Share price of the Company should not be relied upon as (and is not) an indication of future performance.

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer.

6.2 Status of Offer Booklet

The Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues to be offered without a prospectus.

Neither this Offer Booklet nor the Entitlement Form are required to be lodged or registered with ASIC. This Offer Booklet is not a prospectus under the Corporations Act and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in the Company. They do not contain all the information which would be required to be disclosed in a prospectus.

6.3 Rights issue exception not available

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement, they must have regard to section 606 of the Corporations Act. Eligible Shareholders who may be at risk of exceeding the 20% Voting Power threshold in section 606 of the Corporations Act as a result of acceptance of their Entitlement should seek professional advice before completing and returning the Entitlement Form.

6.4 Litigation

So far as the Company is aware, other than as detailed in Section 5.2(c) of this Offer Booklet, there are no legal or arbitration proceedings, active or threatened against, or being brought by, the Company which may have a material effect on the Company's financial position.

6.5 No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted.

6.6 Disclaimer and forward-looking statements

This Offer Booklet contains certain forward-looking statements. The words 'anticipate', 'believe', 'except', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements.

Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, and its officers, employees, agents and associates, that may cause actual results to differ materially from those expressed or implied in such statements. Actual results, performance or outcomes may differ materially from any projections and forward-looking statements. You should not place undue reliance on forward-looking statements and neither the Company nor any of its directors, employees, servants, advisers or agents assume any obligation to update such information.

To the maximum extent permitted by law, the Company and its officers, employees, agents, associates and advisers do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of such information or likelihood of fulfilment of any forward-looking statements (including, without limitation, liability for negligence).

Please refer to Section 5 of this Offer Booklet for a summary of certain risk factors which may affect the Company when considering this Offer Booklet. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of the Company.

The Company does not guarantee any particular rate of return or the performance of the Company nor does it guarantee the repayment of capital from the Company or any particular tax treatment.

6.7 Governing law

This Offer Booklet and the contracts formed on acceptance of the Entitlement Forms are governed by the laws of Victoria, Australia. Each applicant submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

6.8 Other interests

Persons holding rights or interests in relation to Shares (such as options to subscribe for Shares), will not be entitled to participate in the Entitlement Offer in respect of those rights or interests unless they have become entitled to exercise their right or interest under the terms of their issue and do so such that they become the holder of Shares and an Eligible Shareholder in respect of those Shares.

6.9 Taxation

Eligible Shareholders should be aware that there may be taxation implications of participating in the Entitlement Offer. Eligible Shareholders should consult a professional taxation adviser to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. Neither the Company, nor any of its Directors, officers, employees, agents or advisers accepts any liability or responsibility with respect to taxation consequences connected with participating in the Entitlement Offer.

6.10 Alteration of terms

The Company reserves the right, at its discretion, to vary all or part of the Entitlement Offer at any time, subject to the Corporations Act, Listing Rules and any other law or regulation to which the Company is subject.

6.11 Underwriter

Neither the Underwriter nor any of their related bodies corporate and affiliates, nor any of their directors, officers, partners, employees, representatives, agents, consultants or advisers have authorised, permitted or caused the issue, despatch or provision of this Offer Booklet and they do not take responsibility for any statements made in this Offer Booklet or any action taken by you on the basis of such information. The Underwriter has not authorised, approved or verified any forward-looking statements included in this Offer Booklet. To the maximum extent

permitted by law, each Underwriter Party excludes and disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Offer Booklet.

The Underwriter takes no responsibility for any part of the Offer Booklet or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of the Offer Booklet or otherwise arising in connection with it.

None of the Underwriter Parties make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

6.12 Underwriting Agreement

The Company has entered into an underwriting agreement with the Underwriter dated 11 October 2023 (**Underwriting Agreement**), pursuant to which the Underwriter has agreed to underwrite the Entitlement Offer by procuring Applications for any New Shares that are not subscribed for by Eligible Shareholders pursuant to the Entitlement Offer.

The Company has agreed to pay to the Underwriter an underwriting fee of the higher of:

- (a) the aggregate fee of 2% (exclusive of GST) of the Entitlement Offer proceeds less the Entitlement Offer proceeds received from Company Directors taking up their Entitlement; and
- (b) 5% (exclusive of GST) of the gross Entitlement Offer Proceeds with respect to the Entitlement Offer Shortfall Shares,

(Underwriting Fee).

The Company will also be required to indemnify the Underwriter for certain costs and expenses incurred by it in relation to the Entitlement Offer, including certain legal fees up to a maximum of \$3,000.

The Underwriting Agreement contains various representations, warranties, indemnities and undertakings in favour of the Underwriter that are not unusual for an underwriting arrangement of this sort. In particular, the Underwriting Agreement contains various representations and warranties by the Company relating to the Company and its business, including information provided to the Underwriter and disclosed to the ASX. The Underwriting Agreement also imposes various obligations on the Company, including undertakings to do certain things, including providing certain notices to the Underwriter and the ASX within prescribed periods. The Underwriting Agreement also places certain restrictions on the Company for a period of three months from the date of the Underwriting Agreement, including restrictions on disposing of the whole or a substantial part of its business or property and restrictions on the issue of Shares by the Company.

The obligation of the Underwriter to underwrite the Entitlement Offer is conditional on customary conditions including, amongst others, the dispatch of this Offer Booklet and certain events not occurring during the period the Entitlement Offer is open.

If certain events occur, the Underwriter has the right to terminate the Underwriting Agreement. In summary, these include:

- (a) (**certificate**) a certificate which is required to be furnished by the Company under the Underwriting Agreement is not furnished by the time specified or any statement in a certificate is untrue, inaccurate, incomplete or misleading or deceptive in any material respect;

- (b) **(unable to issue New Shares)** the Company is prevented from issuing the New Shares within the time required by the Listing Rules, applicable laws, an order of a court of competent jurisdiction or a Government Agency;
- (c) **(Offer documents to comply)** the Offer documents or any aspect of the Entitlement Offer does not comply in any material respect with the Corporations Act or the Listing Rules or any other applicable law including due to:
 - (i) a statement in the Entitlement Offer documents which is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or omit any information that is required; or
 - (ii) any forecasts, expressions of opinion, intention or expectation expressed in the Entitlement Offer documents, are not, in all material respects, based on reasonable assumptions;
- (d) **(withdrawal)** the Company withdraws the Entitlement Offer;
- (e) **(corrective notice)** the Company becomes required to give or gives a correcting notice under subsection 708AA(10) other than as a result of a new circumstance arising;
- (f) **(market fall)** the S&P/ASX 200 Index or S&P/ASX Emerging Companies Index falls by 10% or more below the level of the S&P/ASX 200 Index on the business day before the Entitlement Offer Announcement Date, at the close of trading:
 - (i) for at least 2 consecutive business days in the period between (and including) the Announcement Date and the business day immediately prior to the Entitlement Offer Settlement Date; or
 - (ii) on the business day immediately prior to the Entitlement Offer Settlement Date;
- (g) **(ASIC action):**
 - (i) ASIC applies for an order under sections 1324B or 1325 in relation to the Entitlement Offer or the Entitlement Offer documents or gives notice of an intention to prosecute the Company or any of its directors and any such intention, application or notice becomes public or is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the Entitlement Offer Settlement Date, it is not withdrawn before the Entitlement Offer Settlement Date;
 - (ii) an application is made by ASIC for an order under Part 9.5 in relation to the Entitlement Offer or the Entitlement Offer documents and such application becomes public or is not withdrawn within 2 business days after it is made or where it is made less than 1 business day before the Entitlement Offer Settlement Date, it has not been withdrawn by the Entitlement Offer Settlement Date; or
 - (iii) ASIC commences any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the Entitlement Offer or the Entitlement Offer documents and such investigation or hearing becomes public or is not withdrawn within 2 business days after it is commenced or where it is commenced within 1 business day before the Entitlement Offer Settlement Date, it has not been withdrawn before the Entitlement Offer Settlement Date;
- (h) **(regulatory action)** there is an application to a Government Agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or a Government Agency commences any investigation or hearing or announces its

intention to do so, in each case in connection with the Entitlement Offer (or any part of it) or any agreement entered into in respect of the Entitlement Offer (or any part of it);

- (i) **(listing)** ASX announces that the Company will be removed from the official list or that any Shares will be delisted or suspended from quotation by ASX;
- (j) **(offences by Directors)** any of the following occurs:
 - (i) a Director of the Company is charged with an indictable offence;
 - (ii) any Government Agency commences any public action against a Director of the Company or announces that it intends to take any such action; or
 - (iii) any Director of the Company is disqualified from managing a corporation under the Corporations Act.
- (k) **(insolvency)** the Company or a SenSen Group member is insolvent or there is an act or omission which may result in the Company or a SenSen Group member becoming Insolvent;
- (l) **(ASX approval)** unconditional approval (or conditional approval, provided such condition would not, in the reasonable opinion of a Underwriter, have a material adverse effect on the success or settlement of either component of the Entitlement Offer) by the ASX for official quotation of in the case of the New Shares, is refused, or is not granted, by the Entitlement Offer Allotment Date, or withdrawn on or before the earlier of the Entitlement Offer Allotment Date or ASX makes an official statement to any person or indicates to the Company or the Underwriter that official quotation of the New Shares will not be granted;
- (m) **(litigation)** proceedings are commenced or threatened or the Underwriter becomes aware of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia in relation to the Entitlement Offer and those proceedings or intention to commence proceedings have not been withdrawn, discontinued or terminated within 2 business days or by 5:00pm on the business day prior to the Entitlement Offer Settlement Date;
- (n) **(Material Financing Arrangements):**
 - (i) any SenSen Group member breaches or defaults under any provision, undertaking, covenant or ratio of any a material debt or financing arrangement or any related documentation to which that entity is a party; or
 - (ii) an event of default, potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing or other similar event occurs under or in respect of any material debt or financing arrangement or any related documentation to which that entity is a party; and
- (o) **(Timetable)** subject to any agreed amendments between the Underwriter and the Company, any event specified in the timetable is delayed for more than 2 business days without the prior written consent of the Underwriter.

6.13 Disclaimer of representations

No party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by the Company, or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required:

- (a) none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to the Offer Booklet;
- (b) the Company, its officers, employees and advisers disclaim all liability that may otherwise arise due to the Offer Booklet being inaccurate or incomplete in any respect; and
- (c) no party other than the Company has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

7 Glossary

2023 AGM Securities means the Shares and performance rights proposed to be issued after the 2023 annual general meeting;

\$ or Dollars means dollars in Australian currency (unless otherwise stated);

Announcement Date means the date that the Entitlement Offers are announced;

Application means an application for New Shares pursuant to this Offer Booklet and the term **Applicant** means a person who has submitted an Application;

Application Money means the aggregate amount of money payable for New Shares applied for calculated by multiplying \$0.04 by the number of New Shares subscribed for;

ASIC means the Australian Securities and Investments Commission;

ASX means the Australian Securities Exchange;

ASX Limited means ASX Limited ACN 008 624 691;

Board means the Directors as at the date of this Offer Booklet;

CHESS means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd ACN 008 504 532;

Closing Date means 5:00 p.m. Melbourne time on the date specified in the timetable set out in Section 1 of this Offer Booklet or such other date as may be determined by the Directors;

Company or **SenSen** means SenSen Networks Limited ACN 121 257 412;

Corporations Act means the *Corporations Act 2001* (Cth);

Deferred Shares has the meaning given to that term in Section 1 of this Offer Booklet;

Directors means the directors of the Company;

Eligible Shareholder has the meaning set out in Section 3.30 of this Offer Booklet;

Entitlement Form means the entitlement and acceptance form accompanying this Offer Booklet which sets out the entitlements of Eligible Shareholders under the Entitlement Offer;

Entitlement or **Entitlements** means the non-renounceable entitlement for Eligible Shareholders to subscribe for New Shares on the basis of one (1) New Share for every thirteen (13) Shares held by the on the Record Date;

Entitlement Offer Proceeds means the amount determined by multiplying the Offer Price by the number of New Shares;

Entitlement Offer Settlement Date means the date specified in the timetable set out in Section 1 of this Offer Booklet.

Existing Options means the options on issue in Company as at the date of this Offer Booklet, of which there are none; **Government Agency** means any governmental, semi-governmental, administrative, judicial or quasi-judicial body, department, commission, authority, tribunal, agency or entity;

Holding Statement means the statements described in Section 3.6 of this Offer Booklet;

Ineligible Shareholders means any Shareholder who is not an Eligible Shareholder;

Issue Price means \$0.04 per New Share;

Listing Rules means the official listing rules of ASX Limited, as amended from time to time;

New Share or New Shares means a new fully paid share in the capital of the Company to be issued pursuant to the Entitlement Offer;

Offer or Entitlement Offer means the entitlement offer for New Shares set out in this Offer Booklet;

Offer Booklet means this offer booklet dated Thursday, 19 October 2023 and includes any amended or replacement summary document;

Record Date means 7:00 p.m. Melbourne time on the date specified in the timetable set out in Section 1 of this Offer Booklet;

Registered Address means, in respect of a Shareholder, the address that is recorded in the Company's share register as being the address for the Shareholder;

SenSen Group means the Company and its Subsidiaries (as defined in the Corporations Act);

Share Registry means Automic Group;

Shareholder means a holder of a Share;

Share or Shares means a fully paid ordinary share in the capital of the Company;

Shortfall means the extent to which Eligible Shareholders do not subscribe for New Shares pursuant to the Entitlement Offer;

Shortfall Shares means the New Shares that are not subscribed for by the Eligible Shareholders under the Entitlement Offer;

Underwriter means Ankla Pty. Ltd. ACN 074 315 432;

Underwriter Parties means the Underwriter's affiliates, related bodies corporate (as that term is defined in the Corporations Act), and their respective directors, employees, officers, representatives, agents, partners, consultants and advisers;

Underwriting Agreement means the underwriting agreement between the Underwriter and the Company dated 11 October 2023, as summarised in Section 6.11 of this Offer Booklet;

US Securities Act means the *United States Securities Act of 1933*, as amended; and

Voting Power has the meaning given to that term in the Corporations Act.

8 Corporate Directory

Board of Directors

Subhash Challa
David Smith
Zenon Pasieczny

Underwriter

Ankla Pty. Ltd. ACN 074 315 432

Auditors

BDO Audit Pty Ltd
Level 10, 12 Creek St
Brisbane City, QLD 4000

Lawyers

Thomson Geer
Level 28, Waterfront Place
1 Eagle Street
Brisbane Qld 4000

Registered Office in Australia

SenSen Networks Limited
2/570 City Road
South Melbourne, VIC 3205 Australia

Telephone: + 61 3 9417 5368
Website: sensen.ai
ASX code: SNS

Share Registry

Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000