Form603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme ACN/ARSN ELSIGHT LIMITED

ACN 616 435 753

1. Details of substantial holder (1)

Name

ACN/ARSN (if applicable) Learnicon, LLC

The holder became a substantial holder on 2 JUNE 2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	13,600,304	13,600,304	16.31%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Bahram Nour-Omid	Relevant interest under section 608(1)(b) and 608(1)(c) of the Corporations Act 2001 (Cth) being a relevant interest arising through having the power to exercise a right to vote and a power to dispose of the shares held under Learnicon LLC	13,600,304 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph3 above are as follows:

Holder of relevant interest	Register holder pf securities	Person entitled to be registered as holder (8)	Class and number of securities
Bahram Nour-Omid	Learnicon LLC	Learnicon LLC	13,600,304 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Learnicon, LLC	2 June 2017		Issued as consideration for the acquisition of Elsight Israel	13,600,304 fully paid ordinary shares

For personal use only

For personal use only

6. Associates

The reasons the persons named in paragraph3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
n/a	n/a

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Learnicon LLC	160 Greentree Drive, Suite 101, Delaware 19904 USA
Bahram Nour-Omid	12100 Wilshire Blvd., Suite 1960, Los Angeles, California 90025, USA

Signature

print name Bahram Nour-Omid Capacity Personally

sign here B. Nour-Omid date 15 / 06 / 17

DIRECTIONS

1. If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

2. See the definition of "associate" in section 9 of the Corporations Act 2001.

3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

4. The voting shares of a company constitute one class unless divided into separate classes.

5. The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

6. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

7. Include details of:

   a. any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

   b. any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

   See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

9. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.