



G Medical Innovations Holdings Ltd  
ARBN 617 204 743

**ASX Release**

**5 September 2018**

This notice is given by G Medical Innovations Holdings Ltd ("Issuer") under section 708A(5)(e) of the Corporations Act 2001 ("Act").

As outlined in the enclosed Appendix 3B, and announced on 5 September 2018, the Issuer has today issued 17,000,000 Shares as collateral in respect of a Controlled Placement Facility with Acuity Capital.

Pursuant to section 708A(5)(e) of the Act, the Issuer gives notice that:

- a) the Issued Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- b) as at the date of this notice, the Issuer has complied with:
  - I. the provisions of Chapter 2M of the Act, as they apply to the Issuer; and
  - II. section 674 of the Act; and
- c) as at the date of this notice, there is no information that is 'excluded information' within the meanings of section 708A(7) and 708A(8) of the Act.

Yours faithfully

**Steven Wood**  
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

G Medical Innovations Holdings Ltd

ABN

617 204 743

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	Fully paid ordinary shares
2	Number of <sup>+</sup> securities issued or to be issued (if known) or maximum number which may be issued	17,000,000
3	Principal terms of the <sup>+</sup> securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup> securities, the amount outstanding and due dates for payment; if <sup>+</sup> convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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4 Do the <sup>1</sup> securities rank equally in all respects from the <sup>1</sup> issue date with an existing <sup>1</sup> class of quoted <sup>1</sup> securities?  If the additional <sup>1</sup> securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Yes – fully paid ordinary shares
5 Issue price or consideration	Nil
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Collateral Shares issued pursuant to the Controlled Placement Facility with Acuity Capital
6a Is the entity an <sup>1</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>1</sup>securities the subject of this Appendix 3B</i> , and comply with section 6i	Yes
6b The date the security holder resolution under rule 7.1A was passed	3 May 2018
6c Number of <sup>1</sup> securities issued without security holder approval under rule 7.1	17,000,000
6d Number of <sup>1</sup> securities issued with security holder approval under rule 7.1A	N/A

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<sup>1</sup> See chapter 19 for defined terms.

6e	Number of <sup>†</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A				
6f	Number of <sup>†</sup> securities issued under an exception in rule 7.2	N/A				
6g	If <sup>†</sup> securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>†</sup> issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If <sup>†</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 - 33,964,416 7.1A - 33,976,277				
7	<b><sup>†</sup>Issue dates</b>  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	5 September 2018				
8	Number and <sup>†</sup> class of all <sup>†</sup> securities quoted on ASX ( <i>including</i> the <sup>†</sup> securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;"><sup>†</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: left; padding: 2px;">122,864,776</td> <td style="text-align: left; padding: 2px;">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	<sup>†</sup> Class	122,864,776	Fully paid ordinary shares
Number	<sup>†</sup> Class					
122,864,776	Fully paid ordinary shares					

<sup>†</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

	Number	+Class
9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	
	233,898,001	Fully paid ordinary shares escrowed until 10 May 2019
	20,315,170	Options Expiring 1 May 2020 @ \$0.30 escrowed until 10 May 2019
	771,853	Options Expiring 5 years from issue @ US\$0.00001
	87,198	Options Expiring 5 years from issue @ \$0.20
	5,240,386	Options Expiring 1 May 2020 @ \$0.30
	60,000,000	Performance Rights Class B escrowed until 10 May 2019
	60,000,000	Performance Rights Class C escrowed until 10 May 2019
	2,000,000	Options Expiring 21 November 2020 @ \$0.52
	3,051,470	Options Expiring 3 March 2023 @ US\$0.242
	514,707	Options Expiring 14 May 2023 @ US\$0.219
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

**Part 2 - Pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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13	Ratio in which the <sup>†</sup> securities will be offered	
14	<sup>†</sup> Class of <sup>†</sup> securities to which the offer relates	
15	<sup>†</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents	<p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>
19	Closing date for receipt of acceptances or renunciations	

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<sup>†</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<input type="text"/>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do security holders sell their entitlements <i>in full</i> through a broker?	<input type="text"/>
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>

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+ See chapter 19 for defined terms.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(*tick one*)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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#### Entities that have ticked box 34(b)

38 Number of <sup>1</sup>securities for which  
<sup>1</sup>quotation is sought

39 <sup>1</sup>Class of <sup>1</sup>securities for which  
quotation is sought

40 Do the <sup>1</sup>securities rank equally in  
all respects from the <sup>1</sup>issue date  
with an existing <sup>1</sup>class of quoted  
<sup>1</sup>securities?

If the additional <sup>1</sup>securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next  
dividend, (in the case of a trust,  
distribution) or interest  
payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest  
payment

41 Reason for request for quotation  
now

Example: In the case of restricted securities, end  
of restriction period

(if issued upon conversion of  
another <sup>1</sup>security, clearly identify  
that other <sup>1</sup>security)

42 Number and <sup>1</sup>class of all  
<sup>1</sup>securities quoted on ASX  
(including the <sup>1</sup>securities in clause  
38)

Number	<sup>1</sup> Class

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<sup>1</sup> See chapter 19 for defined terms.

### Quotation agreement

- 1     <sup>+Quotation of our additional</sup> <sup>+securities</sup> is in ASX's absolute discretion. ASX may quote the <sup>+securities</sup> on any conditions it decides.
- 2     We warrant the following to ASX.
  - The issue of the <sup>+securities</sup> to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those <sup>+securities</sup> should not be granted <sup>+quotation</sup>.
  - An offer of the <sup>+securities</sup> for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- 3     We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4     We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before <sup>+quotation</sup> of the <sup>+securities</sup> begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

[lodged electronically without signature]

Sign here: ..... Date: 5/9/18  
(Company secretary)

Print name: Steven Wood

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

#### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	305,009,112
<b>Add</b> the following:	
<ul style="list-style-type: none"><li>Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li><li>Number of partly paid +ordinary securities that became fully paid in that 12 month period</li></ul>	<p>8 Jan 2018 - 9,299 9 May 2018 - 94,158 21 November 2017 - 31,395,349 30 May 2018 - 3,254,859</p>
<b>Note:</b> <ul style="list-style-type: none"><li>Include only ordinary securities here – other classes of equity securities cannot be added</li><li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li><li>It may be useful to set out issues of securities on different dates as separate line items</li></ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	339,762,777

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+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	50,964,416
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:  <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	5 September 2018 – 17,000,000
“C”	-
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	50,964,416
<b>Subtract “C”</b>  <i>Note: number must be same as shown in Step 3</i>	17,000,000
<b>Total</b> [“A” x 0.15] – “C”	33,964,416  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

<sup>+</sup> See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
“A”  <i>Note: number must be same as shown in Step 1 of Part 1</i>	339,762,777
<b>Step 2: Calculate 10% of “A”</b>	
“D”	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	33,976,277
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  Notes: <ul style="list-style-type: none"><li>• This applies to equity securities – not just ordinary securities</li><li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li><li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li><li>• It may be useful to set out issues of securities on different dates as separate line items</li></ul>	-
“E”	-

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+ See chapter 19 for defined terms.

**Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A**

“A” x 0.10  <i>Note: number must be same as shown in Step 2</i>	33,976,277
<b>Subtract “E”</b>  <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> [“A” x 0.10] – “E”	33,976,277  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.