

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 Limited

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 | +Class of +securities issued or to be issued | 1. Fully Paid Ordinary Shares
2. Unlisted Options
3. Restricted Share Units |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 5,248,393
2. 551,934
3. 2,793,544 (net of 5,362,843 issued and 2,569,299 that were immediately vested and converted to shares) |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p>	<ol style="list-style-type: none"> 1. Fully Paid Ordinary Shares 2. Options exercisable at A\$0.3910 each, expiring 31 October 2023 3. The RSU's are unquoted securities issued to employees/consultants (similar to performance rights or zero-priced options) that vest (and are available to convert into ordinary shares) according to vesting conditions, subject to the continuous employment of the recipients, in accordance with Company's Global Equity Incentive Plan. Specifically, of the 5,362,843 issued: <ol style="list-style-type: none"> a. 2,569,299 vest immediately and have been converted to shares b. 1,038,544 vest over coming two months, and c. 1,755,000 vest over twelve months.
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<ol style="list-style-type: none"> 1. Yes - Fully Paid Ordinary Shares 2. No – They will rank equally from exercise/conversion. There is no entitlement to participate in the next dividend. 3. No – They will rank equally subject to vesting and subsequent conversion into ordinary shares. There is no entitlement to participate in the next dividend.

5	Issue price or consideration	<ol style="list-style-type: none"> 5,248,393 shares issued in respect of: <ol style="list-style-type: none"> 4,571,297 vested RSU's (including 2,569,299 RSU's vested immediately and 2,001,998 RSU's vested from prior RSU allotment), 2,325 shares issued on conversion of \$0.00001 options; and 674,771 shares issued to consultant for advisory services provided. Nil. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> Shares issued in respect of: <ol style="list-style-type: none"> the conversion into shares of vested RSU's that were granted to employees and consultants in lieu of a temporary reduction in the cash component of compensation packages; Options exercised; and Advisory services provided to the Company by unrelated service provider. Options issued to current convertible note holders following their election to defer monthly amortisation payment until maturity. RSU's granted to employees and consultants in lieu of a temporary reduction in the cash component of compensation packages.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	24 June 2019
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	1,226,705 (674,771 shares and 551,934 options)

⁺ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	9,936,465, being: <ul style="list-style-type: none">- 5,362,843 RSU's granted under the Company's Global Equity Incentive Plan; and- 4,571,297 shares issued on conversion of RSU's; and- 2,325 shares on conversion of options.	
6g	If +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 +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +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	Refer appendix 1	
7	+Issue dates 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.	27 November 2019	
		Number	+Class

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	408,913,580	Fully paid ordinary shares
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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		4,109,793	Restricted Share Units (subject to vesting)
		20,315,170	Expiring 1 May 2020 @ \$0.30
		438,237	Options Expiring 5 years from issue @ US\$0.00001
		60,000	Options Expiring 5 years from issue @ \$0.20
		5,240,386	Options Expiring 1 May 2020 @ \$0.30
		60,000,000	Performance Rights Class C
		2,000,000	Options Expiring 21 November 2020 @ \$0.52
		2,132,353	Options Expiring 3 March 2023 @ US\$0.242
		360,294	Options Expiring 14 May 2023 @ US\$0.219
		7,657,600	Options exercisable at A\$0.3910 each, expiring 31 October 2023
		3,058,336	Convertible notes with a face value of US\$1.10 each and a maturity date of 18 months from the purchase date

⁺ See chapter 19 for defined terms.

57,500	Options exercisable at US\$0.165 each, expiring 26 July 2023
100,000	Options exercisable at A\$0.20 each, expiring 15 July 2021
500,000	Performance rights vesting 18 July 2020

- 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?
- 13 Ratio in which the ⁺securities will be offered
- 14 ⁺Class of ⁺securities to which the offer relates
- 15 ⁺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
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

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

+ 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

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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 +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: /s/ Steven Wood
..... Date: 27 November 2019
(Director/Company secretary)

Print name: Steven Wood

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+ 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	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	339,762,777
<p>Add the following:</p> <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period <p>Note:</p> <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	<p>11 December 2018 - 73,816 (option exercise)</p> <p>8 March 2019 – 23,250 (option exercise)</p> <p>5 September 2018 – 17,000,000 (Acuity collateral shares) (ratified at EGM 24/4/19)</p> <p>31 October 2018 - 673,729 (convertible note commitment shares) (ratified at EGM 24/4/19)</p> <p>11 December 2018 – 196,944 (convertible note commitment shares) (ratified at EGM 24/4/19)</p> <p>4 February 2019 – 815,649 shares issued on conversion of convertible notes (ratified at EGM 24/4/19)</p> <p>8 March 2019–633,425 shares issued on conversion of convertible notes (ratified at EGM 24/4/19)</p> <p>29 March 2019 - 719,449 shares issued on conversion of convertible notes (ratified at EGM 24/4/19)</p> <p>26 April 2019 - 1,405,031 shares issued on conversion of convertible notes (ratified at EGM 24/4/19)</p> <p>23 May 2019 - 14,706,719 Shares issued in settlement of a loan (approved at EGM 24/4/19)</p> <p>11 December 2018 – 3,325,000 – Acuity</p>

+ See chapter 19 for defined terms.

	collateral shares (ratified EGM 24/6/19) 12 July 2019 – 1,750,197 shares issued on conversion of convertible notes (EGM 24/4/19) 18 July 2019 – 14,532,771 shares issued in settlement of loan (EGM held 24/6/2019) 18 July 2019 – 2,250,000 shares issued to directors and for services (EGM held 24 June 2019) 14 August 2019 – 117,403 shares issued on conversion of options 26 August 2019 – 1,000,998 shares issued on vesting and conversion of RSU's 26 August 2019 - 1,898,982 shares issued on conversion of convertible notes 27 November 2019 – 4,571,297 shares issued on vesting and conversion of RSU's 27 November 2019 – 2,325 - exercise of options
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	405,459,762

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	60,818,964
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +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"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note:	4 February 2019 – 126,485 – (options) 8 March 2019 – 183,978 (options) 29 March 2019 - 183,978 (options) 12 July 2019 – 239,228 (shares) 14 August 2019 – 1,043,822 (shares) 14 August 2019 – 183,978 (options)

+ See chapter 19 for defined terms.

<ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	26 August 2019 - 1,495,997 (shares) 11 November 2019 – 551,934 (options) 26 August 2019 - 674,771 (shares)
“C”	4,684,171
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	60,818,964
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	4,500,193
Total [“A” x 0.15] – “C”	56,134,793 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	405,459,762
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	40,545,976
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
“E”	-

+ 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>	40,545,976
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	40,545,976 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.