



**G MEDICAL INNOVATIONS HOLDINGS LTD.
ARBN 617 204 743**

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
SMC Conference & Function Centre, Boardroom, Level 4,
66 Goulburn Street, Sydney NSW on
Thursday, 3 May 2018 at 10.30am (AEST)**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6189 1155.

Shareholders are urged to attend or vote by lodging the proxy form enclosed with this Notice

G MEDICAL INNOVATIONS HOLDINGS LTD.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of G Medical Innovations Holdings Ltd. (**Company**) will be held at SMC Conference & Function Centre, Boardroom, Level 4, 66 Goulburn Street, Sydney NSW on Thursday, 3 May 2018 at 10.30am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of the Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00pm (AEST) on Tuesday, 1 May 2018.

Any Shareholder entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend and vote instead such Shareholder. To be effective, a validly executed proxy form must be received by the Company not less than 48 hours prior to commencement of the Meeting in accordance with the instructions set out in the Explanatory Memorandum.

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2017.

The Annual Report was sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website at www.gmedinnovations.com.

2. Resolution 1 - Election of Director: Mr Ashley Krongold

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That Mr Ashley Krongold, who retires pursuant to and in accordance with Article 27.3(b)(i) and Listing Rule 14.4 and being eligible, offers himself for election, be elected as a Director in accordance with Article 27.6."

3. Resolution 2 - Election of Director: Mr Sam Skontos

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That Mr Sam Skontos, who retires pursuant to and in accordance with Article 27.5 and being eligible, offers himself for election, be elected as a Director in accordance with Article 27.6."

4. Resolution 3 - Election of Director: Dr Brendan de Kauwe

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That Dr Brendan de Kauwe, who retires pursuant to and in accordance with Article 27.5 and being eligible, offers himself for election, be elected as a Director in accordance with Article 27.6."

5. Resolution 4 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or an associate of that person (or those persons)/

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



Stephen Buckley
Company Secretary
Dated: 29 March 2018

G MEDICAL INNOVATIONS HOLDINGS LTD.

ABRN 617 204 743

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at SMC Conference & Function Centre, Boardroom, Level 4, 66 Goulburn Street, Sydney NSW on Thursday, 3 May at 10.30am (AEST)

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 - Election of Director: Mr Ashley Krongold
Section 5	Resolution 2 - Election of Director: Mr Sam Skontos
Section 6	Resolution 3 - Election of Director: Dr Brendan de Kauwe
Section 7	Resolution 4 - Approval of 10% Placement Facility

A Proxy Form is enclosed with this Notice including the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is enclosed with the Notice. This may be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company may appoint multiple proxies and may specify the proportion or number of shares in respect of which each proxy is appointed. However, multiple proxies may not be appointed in respect of the same share. Where a member appoints multiple proxies but does not specify the proportion or number of shares in respect of which each proxy is appointed, each proxy shall be deemed to be appointed in respect of an equal proportion of such member's shares.

Completed Proxy Forms can be sent to the Company by:

Post: C/- Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

Hand Delivery: Automic Registry Services
Level 3
50 Holt Street
Surry Hills NSW 2010

Facsimile: +61 (2) 8583 3040

Online: Vote online at <https://investor.automic.com.au/#/loginsah>.

- Login & Click on 'Meetings'
- Use the Holder Number as shown at the top of the Proxy Voting form.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Annual Report

In accordance with Article 37.3 of the Company's Articles, Shareholders will be offered the opportunity to discuss the Annual Report for the financial year ended 31 December 2017.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.gmedinnovations.com;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Election of Director: Mr Ashley Krongold

4.1 General

In accordance with Listing Rule 14.4 and Article 27.3 of the Company's Articles, any Director appointed to fill a vacancy or as an addition to the Board holds office only until the next following annual general meeting, and is then eligible for election by Shareholders.

Ashley Krongold was appointed as a Non-Executive Director of the Company with effect from 19 September 2017. Accordingly, Mr Krongold now retires and seeks election as a Director by Shareholders in accordance with Listing Rule 14.4 and Article 27.3.

Mr Krongold is the CEO of the Krongold Group, a third-generation, family-run group of companies based in Melbourne, Australia with businesses spanning various industries. Prior to Krongold Group, Ashley spent 15 years in the Investment Banking and Accounting industries. He was a founding member of Investec Bank Australia, worked at William Buck Chartered Accountants, ANZ Corporate Finance (London) and ANZ Private Bank (Australia). He is a Non-Executive Director of Weebit Nano Ltd (ASX:WBT) and Dotz Nano Limited (ASX:DTZ). Ashley is also a founding General Partner of global equity crowd-funding platform, OurCrowd.

Mr Krongold is considered to be an independent director.

4.2 Additional information

The Board (excluding Mr Krongold) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

5. Resolution 2 - Election of Director: Mr Sam Skontos

5.1 General

Article 27.5(a) of the Company's Articles provides that each Director other than the Managing Director and any Director retiring and seeking election pursuant to Article 27.3, is subject to retirement by rotation in accordance with the Articles.

Article 27.5(b) provides that provides that one-third of the Directors subject to retirement by rotation must retire at each annual general meeting (rounded down to the nearest whole number).

The Company currently has eight Directors, one of whom (Dr Yacov Geva) is the Managing Director (and therefore not subject to retirement by rotation), and another of whom (Mr Ashley Krongold) is retiring and seeking election pursuant to Article 27.3 at this Meeting (and therefore not subject to retirement by rotation at this Meeting). Accordingly, two Directors must retire by rotation at this meeting.

Under Article 27.5(c), the Directors to retire by rotation at any annual general meeting must be:

- (a) first, any Director who wishes to retire and not offer themselves for re-election;
- (b) second, those Directors who have been longest in office since their last appointment or reappointment. As between two or more Directors who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot.

Pursuant to the above Articles of the Constitution, Mr Sam Skontos retires by rotation, and being eligible, seeks re-election.

Mr Skontos holds a Bachelor of Engineering (Electrical) from the University of NSW and has embarked on a sales, marketing & executive management career spanning 28 years. After spending 10 years of his early career within the Industrial automation industry with Texas Instruments & Mitsubishi Electric, he migrated to the ever-changing world of telecommunications. During this phase of his career, Sam worked with industry giants like SingTel, Optus and Vodafone and gained valuable experience in sales & general management. In 2000, Sam had the pleasure to help launch Virgin Mobile in Australia as its founding Sales Director. In 2008, Sam was mandated to re-launch the presence of a multinational device provider, Alcatel, across Australia, NZ, Pacific Islands & Asia with great success. Sam has a passion for technology, financial & business management, strategy, marketing, negotiation, people management and has a desire to create differentiation through innovation.

The Board considers that Mr Sam Skontos is an independent Director.

5.2 Additional information

The Board (excluding Mr Sam Skontos) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

6. Resolution 3 - Election of Director: Dr Brendan de Kauwe

6.1 General

A summary of Article 27.5 of the Company's Articles is in Section 5.1.

The second of the two Directors to retire by rotation, and being eligible, seek re-election, is Dr Brendan de Kauwe.

Dr de Kauwe studied a Bachelor of Science in Pharmacology and Physiology and Bachelor of Dental Surgery from the University of Western Australia. He also holds a Post Graduate Diploma in Applied Finance, majoring in Corporate Finance, and is an ASIC complaint (RG146) Securities Advisor. Dr de Kauwe is a Director of Otsana Capital, a corporate advisory firm with vast experience in corporate restructuring and recapitalisations, mergers and acquisitions, IPO/RTO transactions and capital markets. Dr de Kauwe's corporate experience, coupled with his extensive technology, science and bio-medical background gives him an integral understanding in the evaluation and execution of projects and assets over a diverse range of sectors. He has held numerous ASX listed roles, particularly in the Life Sciences and Technology sectors.

The Board considers that Dr De Kauwe is not considered to be independent as he was in a material business relationship with the Company, having been involved in the capital raising prior to listing through his relationship with Otsana Capital.

6.2 Additional information

The Board (excluding Dr Brendan de Kauwe) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the ASX closing price on 9 March 2018 and the number of Shares on issue as at the date of this Notice, the Company has a market capitalisation of approximately \$124 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

7.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) **Minimum issue price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows:

- (i) the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice;
- (ii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.183 50% decrease in Issue Price	\$0.365 Issue Price	\$0.730 100% increase in Issue Price
Current Variable A 339,668,619 Shares	10% Voting Dilution	33,966,862 Shares	33,966,862 Shares	33,966,862 Shares
	Funds raised	\$6,215,936	\$12,397,905	\$24,795,809
50% increase in current Variable A 509,502,928 Shares	10% Voting Dilution	50,950,293 Shares	50,950,293 Shares	50,950,293 Shares
	Funds raised	\$9,323,904	\$18,596,857	\$37,193,714
100% increase in current Variable A 679,337,238 Shares	10% Voting Dilution	67,933,724 Shares	67,933,724 Shares	67,933,724 Shares
	Funds raised	\$12,431,871	\$24,795,809	\$49,591,618

The table has been prepared on the following additional assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options or other convertible securities (including any Options or other convertible securities issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The tables do not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The tables show only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.365, being the closing price of the Shares on ASX on 9 March 2018.

(c) Final date for issue

The Company will only issue the Equity Securities during the 10% Placement Period.

(d) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration in which case the Company intends to use funds raised for the acquisition of new projects, assets and investments (including expenses associated with such an acquisition, such as due diligence and external advisers, amongst other expenses), continued expenditure on the Company's current assets and general working capital; or
- (ii) non-cash consideration for the acquisition of new projects, assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required under Listing Rule 7.1A.3.

(e) **Disclosure obligations**

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(f) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(g) **Previous approval**

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

7.5 Additional information

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.

10% Placement Period has the meaning given in Section 7.2(f).

Articles means the memorandum and articles of association of the Company as at the date of the Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means G Medical Innovations Holdings Ltd. ARBN 617 204 743.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of Annual General Meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day has the same meaning as in the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time being the time in Perth, Western Australia.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: GMV

Your proxy voting instruction must be received by **10.30am (AEST) on Tuesday, 1 May 2018**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of documents getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES




If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT	Return your completed form:	Contact us – All enquiries to Automic:
	<p>BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012</p> <p>BY FACSIMILE + 61 (2) 8583 3040</p> <p>IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010</p>	<p> WEBCHAT https://automic.com.au/</p> <p> EMAIL hello@automic.com.au</p> <p> PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)</p>

STEP 1: Please appoint a Proxy	<p>Complete and return this form as instructed only if you do not vote online</p> <p>I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of G Medical Innovations Holdings Ltd, to be held at 10.30am (AEST) on Thursday, 3 May 2018 at SMC Conference & Function Centre, Boardroom, Level 4, 66 Goulburn Street, Sydney NSW 2000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div>
	<p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>

STEP 2: Your Voting Direction	<p>Resolutions</p> <p>1. Election of Director: Mr Ashley Krongold</p> <p>2. Election of Director: Mr Sam Skontos</p> <p>3. Election of Director: Dr Brendan de K...</p> <p>4. Approval of 10% Placement Facility</p>	<p>For</p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>	<p>Against</p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>	<p>Abstain</p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p>
	<p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>			

STEP 3: sign	SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director</p>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director / Company Secretary</p>
	Contact Name.....	Contact Daytime Telephone.....	Date ____/____/____
	Email Address _____		
	By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		