



G Medical Innovations Holdings Ltd
ARBN 617 204 743

ASX Release

18 July 2019

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

As outlined in the enclosed Appendix 3B, the Company has today issued 16,782,771 shares in respect of resolutions approved at the recent annual general meeting of the Company.

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

- a) the shares were issued without disclosure to investors under Part 6D.2 of the Act;
- b) as at the date of this notice, the Company has complied with:
 - I. the provisions of Chapter 2M of the Act, as they apply to the Company; 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

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

ARBN

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 | <ol style="list-style-type: none"> 1. Fully Paid Ordinary Shares 2. Performance Rights 3. Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"> 1. 16,782,771 shares 2. 500,000 Performance Rights 3. 100,000 unlisted options |
| 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) | <ol style="list-style-type: none"> 1. Fully Paid Ordinary Shares 2. Performance Rights vesting into ordinary shares 12 months from date of issue 3. Options exercisable at A\$0.20 each, expiring 18 July 2021 |

+ See chapter 19 for defined terms.

<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 vesting/conversion. There is no entitlement to participate in the next dividend. 3. No – They will rank equally from exercise/conversion. There is no entitlement to participate in the next dividend.
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. Nil cash consideration. <ul style="list-style-type: none"> –2,000,000 issued at deemed price of \$0.23 as outlined in the AGM notice of meeting –250,000 issued for nil consideration as outlined in the AGM notice of meeting –14,532,771 issued at \$0.20 in settlement of US\$2,000,000 of the Amount Outstanding as set out in the AGM notice of meeting 2. Nil. 3. 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"> <ul style="list-style-type: none"> –Issued as part of the consideration for services provided since admission of the Company to the official list on the ASX, including unpaid director fees –Issued as part of the consideration for services provided and to be provided during the current financial year –issued in settlement of US\$2,000,000 of the Amount Outstanding as set out in the AGM notice of meeting The grant of the Performance Rights to Professor Zeev Rotstein (and/or his nominee) seeks to align the interests of Professor Zeev Rotstein with the Shareholders Issued to Mr Sam Skontos (and/or his nominee) for his prior service as a Director
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺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	24 June 2019
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
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)	<ol style="list-style-type: none"> 16,782,771 shares 500,000 Performance Rights 100,000 unlisted options <p>Meeting held 24 June 2019.</p>

⁺ See chapter 19 for defined terms.

6f	Number of +securities issued under an exception in rule 7.2	Nil
----	---	-----

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.	18 July 2019
---	---	--------------

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	398,107,985 Fully paid ordinary shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	20,315,170 Options Expiring 1 May 2020 @ \$0.30 557,965 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
6,921,688	Options exercisable at A\$0.3910 each, expiring 31 October 2023
3,275,002	Convertible notes with a face value of US1.10 each and a maturity date of 18 months from the purchase date
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

N/A

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Pro rata issue

Not applicable

+ See chapter 19 for defined terms.

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

Not applicable

Entities that have ticked box 34(b)

Not applicable

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: 18 July 2019
Company secretary)

Print name: Steven Wood
== == == == ==

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
Add the following: <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><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	11 December 2018 - 73,816 (option exercise) 8 March 2019 – 23,250 (option exercise) 5 September 2018 – 17,000,000 (Acuity collateral shares) (ratified at EGM 24/4/19) 31 October 2018 - 673,729 (convertible note commitment shares) (ratified at EGM 24/4/19) 11 December 2018 – 196,944 (convertible note commitment shares) (ratified at EGM 24/4/19) 4 February 2019 – 815,649 shares issued on conversion of convertible notes (ratified at EGM 24/4/19) 8 March 2019–633,425 shares issued on conversion of convertible notes (ratified at EGM 24/4/19) 29 March 2019 - 719,449 shares issued on conversion of convertible notes (ratified at EGM 24/4/19) 26 April 2019 - 1,405,031 shares issued on conversion of convertible notes (ratified at EGM 24/4/19) 23 May 2019 - 14,706,719 Shares issued in settlement of a loan (approved)

	<p>at EGM 24/4/19)</p> <p>11 December 2018 – 3,325,000 – Acuity collateral shares (ratified EGM 24/6/19)</p> <p>12 July 2019 – 1,750,197 shares issued on conversion of convertible notes (EGM 24/4/19)</p> <p>18 July 2019 – 14,532,771 shares issued in settlement of loan (EGM held 24/6/2019)</p> <p>18 July 2019 – 2,250,000 shares issued to directors and for services (EGM held 24 June 2019)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	397,868,757

Step 2: Calculate 15% of “A”	
“B”	<p>0.15</p> <p><i>[Note: this value cannot be changed]</i></p>
Multiply “A” by 0.15	59,680,314
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <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 <p>Note:</p> <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> 	<p>4 February 2019 – 126,485 – (options)</p> <p>8 March 2019 – 183,978 (options)</p> <p>29 March 2019 - 183,978 (options)</p> <p>12 July 2019 – 239,228 (shares)</p>

+ See chapter 19 for defined terms.

“C”	733,669
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>	59,680,314
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	733,669
Total [“A” x 0.15] – “C”	58,946,645 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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>	397,868,757
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	39,786,875
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 Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items 	-
“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>	39,786,875
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	39,786,875 <i>Note: this is the remaining placement capacity under rule 7.1A</i>