

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

Atcor Medical Holdings Limited

ABN

81 113 252 234

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 | Ordinary Fully Paid Shares
Listed Options
Unlisted Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 75,000,000 Ordinary Shares
2. 20,750,000 Listed Options for Placement 1 Shares (ACGO)
3. 24,000,000 Unlisted Performance Rights
4. 37,500,000 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) | 1. Fully Paid Ordinary Shares subject to Restriction Agreement
2. Options at \$0.05 expiring 30 November 2021
3. Performance Rights at NIL consideration, vesting on the terms as set out in the notice of general meeting dated 23 April 2018, and expiring 30 November 2021
4. Options at \$0.05 expiring 30 November 2021 subject to Restriction Agreement |

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<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;2. Yes, on exercise;3. No, not voting rights, no dividend rights, non-transferrable, convertible to fully paid ordinary shares upon satisfaction of achieving vesting conditions and specific milestones matching those approved by Shareholders (EGM 28/05/18) and as determined by the Board;4. Yes, on exercise.
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none">1. \$0.02 per Ordinary Share issued pursuant to the C2 Ventures Pty Ltd placement as approved at the EGM held 28 May 20182. Free attaching options issued on a 1 for 2 basis with the Placement 1 Ordinary Shares3. NIL4. Free attaching options issued on a 1 for 2 basis with the C2 Ventures Pty Ltd placement as approved at the EGM held 28 May 2018
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none">1. Issued pursuant to the C2 Ventures Pty Ltd placement as approved at the EGM held 28 May 20182. Attaching options issued on a 1 for 2 basis with the Placement 1 Ordinary Shares3. Issued as performance rights to the CEO under the Employee Share Option Plan as approved at the EGM held 28 May 20184. Attaching options issued on a 1 for 2 basis with the C2 Ventures Pty Ltd placement as approved at the EGM held 28 May 2018

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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	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +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 +securities issued under an exception in rule 7.2	N/A
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	LR7.1: 67,817,979 LR71A: N/A

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7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>31 May 2018</p>
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8	<p>Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">378,728,193</td> <td>Fully paid ordinary shares (including 56,204,699 Shares to be issued under Entitlements Issue)</td> </tr> <tr> <td style="text-align: center;">48,852,350</td> <td>Listed \$0.05 Options Expiring 30/11/21 (including 28,102,350 Options to be issued under Entitlements Issue)</td> </tr> </tbody> </table>	Number	+Class	378,728,193	Fully paid ordinary shares (including 56,204,699 Shares to be issued under Entitlements Issue)	48,852,350	Listed \$0.05 Options Expiring 30/11/21 (including 28,102,350 Options to be issued under Entitlements Issue)
		Number	+Class					
378,728,193	Fully paid ordinary shares (including 56,204,699 Shares to be issued under Entitlements Issue)							
48,852,350	Listed \$0.05 Options Expiring 30/11/21 (including 28,102,350 Options to be issued under Entitlements Issue)							

9	<p>Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">75,000,000</td> <td>Fully Paid Ordinary Shares subject to Restriction Agreement until earlier of date of subscription or 30/11/18</td> </tr> <tr> <td style="text-align: center;">15,053,333</td> <td>Unlisted options</td> </tr> <tr> <td style="text-align: center;">24,000,000</td> <td>Performance rights subject to the vesting conditions contained in notice of meeting dated 23/04/18</td> </tr> <tr> <td style="text-align: center;">37,500,000</td> <td>\$0.05 Options Expiring 30/11/21 subject to Restriction Agreement until earlier of date of subscription or 30/11/18</td> </tr> </tbody> </table>	Number	+Class	75,000,000	Fully Paid Ordinary Shares subject to Restriction Agreement until earlier of date of subscription or 30/11/18	15,053,333	Unlisted options	24,000,000	Performance rights subject to the vesting conditions contained in notice of meeting dated 23/04/18	37,500,000	\$0.05 Options Expiring 30/11/21 subject to Restriction Agreement until earlier of date of subscription or 30/11/18
		Number	+Class									
		75,000,000	Fully Paid Ordinary Shares subject to Restriction Agreement until earlier of date of subscription or 30/11/18									
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24,000,000	Performance rights subject to the vesting conditions contained in notice of meeting dated 23/04/18											
37,500,000	\$0.05 Options Expiring 30/11/21 subject to Restriction Agreement until earlier of date of subscription or 30/11/18											

10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>The Company does not have a dividend policy</p>
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

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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

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

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<p>40 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 	<p>N/A</p>
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<p>41 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>	<p>N/A</p>
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	Number	+Class
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<p>N/A</p>	

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.

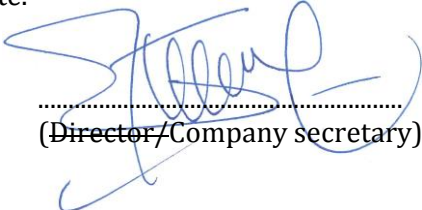
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Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 
.....
(Director/Company secretary)

Date: 1 June 2018

Print name: Jarrod T White

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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	281,023,494
<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 56,204,699 (entitlements issue) • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval 41,500,000 (Placement 1 shares) • Number of partly paid +ordinary securities that became fully paid in that 12 month period 75,000,000 (28/05/18) <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> 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
“A”	453,728,193

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Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	68,059,229
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 7.2 241,250 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></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> 	
"C"	241,250
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>	68,059,229
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	(241,250)
Total ["A" x 0.15] – "C"	67,817,979
	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
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"> • <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> 	N/A
“E”	N/A

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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>	N/A
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	N/A
Total ["A" x 0.10] – "E"	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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ATCOR MEDICAL HOLDINGS LIMITED

**TOP 20 INVESTORS REPORT
 FRIDAY 1 JUNE 2018**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
Security: ACGO - LISTED OPTIONS \$0.05 EXP 30/11/21			
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,051,381	9.89%
2	MR PAUL COZZI	1,367,587	6.59%
3	SYMINGTON PTY LTD	1,002,898	4.83%
4	CALAMA HOLDINGS PTY LTD <MAMBAT SUPER FUND A/C>	1,002,897	4.83%
5	CVC LIMITED	911,725	4.39%
5	DRUMNADROCHIT FUTURES PTY LTD	911,725	4.39%
6	CORPORATE PROPERTY SERVICES PTY LTD <K W SHARE A/C>	729,380	3.52%
6	CPO SUPERANNUATION FUND PTY LTD <C & P O'CONNOR S/F A/C>	729,380	3.52%
6	MRS JANE GREENSLADE	729,380	3.52%
7	FOSTER CAPITAL NZ LIMITED	683,794	3.30%
7	MR CHRISTOPHER FRANCIS	683,794	3.30%
7	MR PETER FRANCIS	683,794	3.30%
8	SANLAM PRIVATE WEALTH PTY LTD <WESTBOURNE L/S EQUITY A/C>	592,621	2.86%
9	AUST EXECUTOR TRUSTEES LTD <TPI AUSTRALIAN SHARE FUND>	547,035	2.64%
10	MR JAMES O'ROURKE + MS ROZLYN GAY SCOTNEY <O'ROURKE SUPER FUND A/C>	455,863	2.20%

ATCOR MEDICAL HOLDINGS LIMITED
**TOP 20 INVESTORS REPORT
FRIDAY 1 JUNE 2018**

Rank	Investor	Current Balance	% Issued Capital
10	PONDEROSA INVESTMENTS (WA) PTY LTD <THE PONDEROSA INVESTMENT A/C>	455,863	2.20%
11	ASSET GROWTH FUND PTY LTD	437,628	2.11%
12	PACIFC UNION CAPITAL PTY LTD	364,690	1.76%
12	SAF MANAGEMENT PTY LTD	364,690	1.76%
13	MR ALAN CONIGRAVE	341,897	1.65%
13	SAILORS OF SAMUI PTY LTD	341,897	1.65%
14	AUSTRALIAN EXECUTOR TRUSTEES LIMITED <NO 1 ACCOUNT>	327,364	1.58%
15	MR MICHAEL KEVIN RICKETTS + MRS CATHERINE ALICE RICKETTS <THE SPIKER SUPER FUND A/C>	319,104	1.54%
16	FIVE T CAPITAL PTY LTD	309,987	1.49%
17	REDTOWN ENTERPRISES PTY LTD	287,194	1.38%
17	VIENNA HOLDINGS PTY LTD <THE RONJEN SUPER A/C>	287,194	1.38%
18	MR LUKE CHARLES ANDERSON	273,518	1.32%
18	SEVENSPEED PTY LTD	273,518	1.32%
18	SYDNEY CITY MECHANICAL SERVICES PTY LTD <CS KAPETANELIS FAMILY A/C>	273,518	1.32%
19	CAMPBELL KITCHENER HUME & ASSOCIATES PTY LTD <C K H SUPERFUND A/C>	250,000	1.20%
19	TITAN ASSET MANAGEMENT PTY LTD	250,000	1.20%

ATCOR MEDICAL HOLDINGS LIMITED

**TOP 20 INVESTORS REPORT
 FRIDAY 1 JUNE 2018**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
20	SEAMIST ENTERPRISES PTY LTD	227,931	1.10%

		Investors	
TOTAL IN THIS REPORT:	18,469,247	32	89.01%
TOTAL OTHER INVESTORS:	2,280,753	21	10.99%
GRAND TOTAL:	20,750,000	53	100.00%

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ATCOR MEDICAL HOLDINGS LIMITED

INVESTOR RANGES
FRIDAY 1 JUNE 2018

Ranges Investors Securities % Issued Capital

Security Code : ACGO LISTED OPTIONS \$0.05 EXP 30/11/21

Holding Type : Issuer

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	4	328,219	1.58
100001 and Over	3	1,094,069	5.27
Total	7	1,422,288	6.86

Holding Type : CHESS

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	9	674,673	3.25
100001 and Over	37	18,653,039	89.89
Total	46	19,327,712	93.15

Totals for Security Code ACGO

1 to 1000	0	0	.00
1001 to 5000	0	0	.00
5001 to 10000	0	0	.00
10001 to 100000	13	1,002,892	4.83
100001 and Over	40	19,747,108	95.17
Total	53	20,750,000	100.00

end of report