

**Replacement Appendix 3B**

Mach7 Technologies Limited (ASX:M7T) (**Mach7** or the **Company**) attaches an Appendix 3B which replaces the Appendix 3B lodged by the Company on 8 April 2016, following the Mach7 merger completion and issue of consideration shares to the Mach7 vendors.

The replacement Appendix 3B has been updated to reflect the accurate classification of escrow of the consideration securities issued to the Mach7 vendors.

The Company confirms that 441,933,006 of the 459,499,119 consideration shares issued to the Mach7 vendors are subject to escrow for 12 months ending 8 April 2017.

The total number of securities issued by the Company under the Appendix 3B dated 8 April 2016 remains unchanged.

**- ENDS**

**For more information, contact:**

**Mach7 Technologies Limited**

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**About Mach7 Technologies:**

Mach7 Technologies is a global provider of enterprise image management systems that allow healthcare enterprises to easily identify, connect, and share diagnostic image and patient care intelligence where and when needed. Mach7's award-winning platform delivers image management including rapid record identification, integration, synchronisation and routing, advanced clinical viewing, and optimized vendor neutral archiving. Mach7 has locations in the U.S., Asia, Australia, Africa and the Middle East. For more information, visit [www.mach7t.com](http://www.mach7t.com)

The Company's wholly-owned subsidiary, 3D Medical, provides medical specific 3D printing is an exclusive distributor of various synergistic technologies including holographic projection. 3D Medical's innovative products leverage data already captured by conventional imaging modalities and apply it in more meaningful ways to deliver improved economic and patient outcomes. For more information, visit [www.3dmedical.com.au](http://www.3dmedical.com.au)

# Replacement Appendix 3B

(this Appendix 3B replaces the Company's Appendix 3B dated 8 April 2016)

## 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

**MACH7 TECHNOLOGIES LIMITED (formerly 3D MEDICAL LIMITED)**

ABN

**26 007 817 192**

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 (**Ordinary Shares**)
2. Options to acquire Ordinary Shares (**Options**)
3. Performance shares convertible into Ordinary Shares (**Performance Shares**)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. **Ordinary Shares:**
  - (a) 459,499,119 Consideration Shares
  - (b) 1,590,283 Ordinary Shares upon exercise of Options
2. **Options:**
  - (a) 7,000,000 Options under Long Term Incentive Plan (**LTIP Options**)
3. **Performance Shares:**
  - (a) 150,000,000 Class A Performance Shares
  - (b) 50,000,000 Class B Performance Shares
  - (c) 50,000,000 Class C Performance Shares
  - (d) 50,000,000 Class D Performance Shares

+ See chapter 19 for defined terms.

- 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. Ordinary Shares:**

The Ordinary Shares are fully paid ordinary shares of the same class and rank with all existing shares on issue.

In addition, 441,933,006 of the 459,499,119 Consideration Shares are subject to escrow restrictions for a period of 12 months.

**2. Options:**

The 7,000,000 LTIP Options are each exercisable into an Ordinary Share at an exercise price of \$0.10, and vest as follows:

- (a) 1,000,000 LTIP Options vest on 8 April 2017; once vested, they will be exercisable until their expiry date on 8 April 2020.
- (b) 6,000,000 LTIP Options vest on 8 April 2018; once vested, they will be exercisable until their expiry date of 8 April 2021.

**3. Performance Shares:**

Each Performance Share, upon conversion, entitles its holder to receive 1 Ordinary Share. A Performance Share confers on its holder the right to receive notices of meetings, financial reports and accounts of the Company, and the right to attend general meetings of the Company.

Performance Shares do not entitle their holders to any dividends.

All 4 classes of Performance Shares have varying conversion rights (which relate to Company performance milestones), which are more particularly detailed in the Company's Notice of Meeting dated 26 February 2016.

Subject to their respective performance milestones being satisfied, each Performance Share will convert into one Ordinary Share.

In addition, 288,567,381 of the 300,000,000 Performance Shares are subject to escrow restrictions for a period of 12 months. The 288,567,381 Performance Shares which will be subject to escrow conditions include:

- (a) 144,283,689 Class A Performance Shares.
- (b) 48,094,564 Class B Performance Shares.
- (c) 48,094,564 Class C Performance Shares.
- (d) 48,094,564 Class D Performance Shares.

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

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

**1. Ordinary Shares**

The Ordinary Shares will rank equally in all respects with all other ordinary shares on issue in the Company, save that 441,933,006 of the 459,499,119 Consideration Shares will not be quoted on the ASX during the escrow period of 12 months from date of issue.

**2. LTIP Options**

The LTIP Options will not be quoted or rank equally with any class of quoted securities. The Company will apply for quotation of any Ordinary Shares issued on the exercise of the Options. From the date of issue of those Ordinary Shares, the shares will rank equally with all other Ordinary Shares then on issue in the Company. LTIP Options do not entitle their holders to any dividends

**3. Performance Shares**

The Performance Shares will not be quoted or rank equally with any class of quoted securities. The Company will apply for quotation of any Ordinary Shares issued upon conversion of the Performance Shares. From the date of issue of those Ordinary Shares, the shares will rank equally with all other Ordinary Shares then on issue in the Company. Performance Shares do not entitle their holders to any dividends.

5 Issue price or consideration

**1. Ordinary Shares**

459,499,119 Consideration Shares are being issued for nil cash at a deemed issue price of \$0.10 per share, in consideration for the Company's acquisition of the shares in Mach7 Technologies Pte Ltd.

1,590,283 Ordinary Shares are being issued upon the exercise of Options at the exercise price of \$0.05 each.

**2. LTIP Options**

The LTIP Options are being issued for nil cash consideration.

**3. Performance Shares**

The 300,000,000 Performance Shares are being issued for nil cash, in consideration for the Company's acquisition of the shares in Mach7 Technologies Pte Ltd.

+ See chapter 19 for defined terms.

|   |  |
|---|--|
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p><b>1. Ordinary Shares</b></p> <p>The 459,499,119 Consideration Shares are being issued in consideration for the Company's acquisition of the shares in Mach7 Technologies Pte Ltd.</p> <p>The 1,590,283 Ordinary Shares are being issued upon the exercise of Options.</p> <p><b>2. LTIP Options</b></p> <p>The LTIP Options are being issued to Directors and management under the Company's Long Term Incentive Plan, to provide incentives to the recipients who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from the recipients and to better enable the Company to retain its management personnel in a highly competitive industry.</p> <p><b>3. Performance Shares</b></p> <p>The 300,000,000 Performance Shares are being issued in consideration for the Company's acquisition of the shares in Mach7 Technologies Pte Ltd.</p> |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> | <p>No.</p> <p>The Company obtained shareholder approval under Listing Rule 7.1A on 12 November 2015; this approval expired on 31 March 2016, being the date that shareholders approved the proposed acquisition of Mach7 Technologies Pte Ltd under Listing Rule 11.1.2.</p>   |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>  | <p>N/A</p>   |
| <p>6c Number of +securities issued without security holder approval under rule 7.1</p>  | <p>N/A</p>   |
| <p>6d Number of +securities issued with security holder approval under rule 7.1A</p>  | <p>N/A</p>   |

|    |  |   |
|----|--|---|
| 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  | <p><b>1. Ordinary Shares</b></p> <p>459,499,119 Consideration Shares issued under exception 16.</p> <p>1,590,283 Ordinary Shares issued upon the exercise of Options under exception 4.</p> <p><b>2. LTIP Options</b></p> <p>5,000,000 LTIP Options issued under exception 14.</p> <p>2,000,000 LTIP Options issued under exception 9.</p> <p><b>3. Performance Shares</b></p> <p>300,000,000 Performance Shares issued under exception 16.</p> |
| 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   | See Annexure 1  |
| 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> | 8 April 2016  |

+ See chapter 19 for defined terms.

|   | Number      | +Class                     |
|---|-------------|----------------------------|
| 8 | 393,819,823 | Fully paid ordinary shares |

|   | Number      | +Class   |
|---|-------------|--|
| 9 | 58,748,168  | Ordinary Shares escrowed until 18 February 2017  |
|   | 441,933,006 | Ordinary Shares escrowed until 8 April 2017  |
|   | 288,567,381 | Performance Shares escrowed until 8 April 2017   |
|   | 11,432,619  | Performance Shares (non-escrowed)  |
|   | 50,243,131  | Unlisted options exercisable at \$0.05 each, expiring 6 August 2016                                    |
|   | 21,705,606  | Unlisted options exercisable at \$0.05 each, expiring 6 August 2016, escrowed until 18 February 2017   |
|   | 29,952,573  | Unlisted options exercisable at \$0.05 each, expiring 6 February 2017                                  |
|   | 12,939,854  | Unlisted options exercisable at \$0.05 each, expiring 6 February 2017, escrowed until 18 February 2017 |
|   | 1,000,000   | LTIP Options exercisable at \$0.10, vesting on 8 April 2017, expiring 8 April 2020                     |
|   | 6,000,000   | LTIP Options exercisable at \$0.10, vesting on 8 April 2018, expiring 8 April 2021.                    |

|    |  |   |
|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | <p>Dividend policy for Ordinary Shares ranks equally with all other ordinary shares on issue.</p> <p>LTIP Options do not entitle their holders to dividends.</p> <p>Performance Shares do not entitle their holders to dividends.</p> |
|----|--|---|

## 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 | <p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p> | 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 |

+ See chapter 19 for defined terms.



|    |   |     |
|----|---|-----|
| 22 | Names of any brokers to the issue   | N/A |
| 23 | Fee or commission payable to the broker to the issue  | N/A |
| 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 |

## 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

**\*\*The Company is only applying for quotation of 1,590,283 shares which are being issued upon exercise of Options and the 17,566,113 Consideration Shares which are not subject to escrow restrictions.**

(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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+ See chapter 19 for defined terms.

|    |   |            |
|----|---|------------|
| 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>N/A</p> |
|----|---|------------|

|    |  |            |
|----|--|------------|
| 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> | <p>N/A</p> |
|----|--|------------|

| 42     | <p>Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)</p> | <table border="1"> <thead> <tr> <th data-bbox="726 1108 1029 1153">Number</th> <th data-bbox="1029 1108 1332 1153">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="726 1153 1029 1377"></td> <td data-bbox="1029 1153 1332 1377"></td> </tr> </tbody> </table> | Number | +Class |  |  |
|--------|---|---|--------|--------|--|--|
| Number | +Class  |   |        |        |  |  |
|        |   |   |        |        |  |  |

## 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.



**Alyn Tai**  
Company Secretary  
6 May 2016

# 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

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>  |   |
|--|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |   |
| <b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue  | 373,108,601   |
| <p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>2,845,224 shares on 25 June 2015</p> <p>53,121,066 shares on 6 November 2015</p> <p>4,336,704 shares on 24 December 2015</p> <p>459,499,119 shares on 8 April 2016</p> <p>1,590,283 shares on 8 April 2016</p> |
| <b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period  | Nil   |
| <b>“A”</b>   | <b>894,500,997</b>  |

|  |  |
|--|--|
| <b>Step 2: Calculate 15% of “A”</b>  |  |
| <b>“B”</b>   | 0.15<br><i>[Note: this value cannot be changed]</i>  |
| <b>Multiply “A” by 0.15</b>  | <b>134,175,149</b>   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>   |  |
| <p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> |  |
| <b>“C”</b>   | <b>0</b>   |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>  |  |
| <b>“A” x 0.15</b><br><i>Note: number must be same as shown in Step 2</i>   | 134,175,149  |
| <b>Subtract “C”</b><br><i>Note: number must be same as shown in Step 3</i>   | 0  |
| <b>Total [“A” x 0.15] – “C”</b>  | <b>134,175,149</b><br><i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

## Part 2

| <b>Rule 7.1A – Additional placement capacity for eligible entities</b>   |   |
|--|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>  |   |
| <b>“A”</b><br><i>Note: number must be same as shown in Step 1 of Part 1</i>  | <b>N/A</b>  |
| <b>Step 2: Calculate 10% of “A”</b>  |   |
| <b>“D”</b>   | 0.10<br><i>Note: this value cannot be changed</i>                     |
| <b>Multiply “A” by 0.10</b>  |   |
| <b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>  |   |
| <b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A<br><br><b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |   |
| <b>“E”</b>   |   |
| <b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>   |   |
| <b>“A” x 0.10</b><br><i>Note: number must be same as shown in Step 2</i>   |   |
| <b>Subtract “E”</b><br><i>Note: number must be same as shown in Step 3</i>   |   |
| <b>Total [“A” x 0.10] – “E”</b>  | <i>Note: this is the remaining placement capacity under rule 7.1A</i> |