

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

**Name of Entity:**

KarmelSonix Limited (ASX Code: KSX)

**ABN:**

98 009 234 173

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

- a) Fully Paid Ordinary Shares (KSX)
- b) Fully Paid Ordinary Shares (KSX)
- c) Fully Paid Ordinary Shares (KSX)
- d) Performance Shares (KSXAX)
- e) Performance Shares (KSXAY)
- f) Unlisted Options (New Class)
- g) Unlisted Options (New Class)
- h) Unlisted Options (New Class)

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

- a) 100,000,000
- b) 16,070,000
- c) 2,000,000
- d) (12,500,000) Redemption of G Class Shares
- e) (12,500,000) Redemption of H Class Shares
- f) 3,000,000
- g) 6,683,333
- h) 58,035,000

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+ See chapter 19 for defined terms.

- 3 Principal terms of the +securities (eg, 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)
- a) Parri passu with existing ordinary shares (KSX)  
b) Parri passu with existing ordinary shares (KSX)  
c) Parri passu with existing ordinary shares (KSX)  
d) Unlisted performance shares (KSXAX)  
e) Unlisted performance shares (KSXAY)  
f) Unlisted options exercisable @ \$0.05 on or before 15/12/2010 (New Class)  
g) Unlisted options exercisable @ \$0.05 on or before 31/07/2011 (New Class)  
h) Unlisted options exercisable @ \$0.07 on or before 31/07/2011 (New Class)
- 4 Do the +securities rank equally in all respects from the date of allotment 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
- a) Yes  
b) Yes  
c) Yes  
d) N/A  
e) N/A  
f) Yes, upon exercise  
g) Yes, upon exercise  
h) Yes, upon exercise
- 5 Issue price or consideration
- a) \$0.04 per share  
b) \$0.04 per share  
c) Fair value of services provided  
d) N/A  
e) N/A  
f) Fair value of services provided  
g) Nil  
h) Nil

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ul style="list-style-type: none"> <li>a) As per Resolution 6 of AGM 12<sup>th</sup> November 2009</li> <li>b) To fund further product development and commercialisation of the Company's medical devices.</li> <li>c) Issued in lieu of cash payment for corporate advisory services provided.</li> <li>d) Redemption of G Class performance shares for non-achievement of milestone by the expiry date, as per the sale of shares agreement.</li> <li>e) Redemption of H Class performance shares for non-achievement of milestone by the expiry date, as per the sale of shares agreement.</li> <li>f) Issued in lieu of cash payment for corporate advisory services provided.</li> <li>g) As per Resolution 5 of AGM 12<sup>th</sup> November 2009.</li> <li>h) Free attaching options on a 1:2 basis to ordinary shares issued at (a) and (b) above.</li> </ul>
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7 Dates of entering +securities into uncertificated holdings or despatch of certificates	<ul style="list-style-type: none"> <li>a) 17<sup>th</sup> December, 2009</li> <li>b) 17<sup>th</sup> December, 2009</li> <li>c) 17<sup>th</sup> December, 2009</li> <li>d) 17<sup>th</sup> December, 2009</li> <li>e) 17<sup>th</sup> December, 2009</li> <li>f) 17<sup>th</sup> December, 2009</li> <li>g) 17<sup>th</sup> December, 2009</li> <li>h) 17<sup>th</sup> December, 2009</li> </ul>
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8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td>678,876,239</td> <td>Ordinary Shares (KSX)</td> </tr> </tbody> </table>	Number	+Class	678,876,239	Ordinary Shares (KSX)
Number	+Class				
678,876,239	Ordinary Shares (KSX)				

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
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+ See chapter 19 for defined terms.

Code	Shares	Options	Exercise Price	Expiry Date	
KSX AQ	27,465,000				Partly paid shares to \$0.002
KSX AU	642,000				Redeemable Convertible Preference Share
KSX AI		10,600,000	\$0.05	30/06/2010	ESOP
KSX AM		3,812,500	\$0.05	15/12/2013	ESOP
KSX AZ		900,000	\$0.13	15/12/2014	ESOP
KSX AZ		900,000	\$0.13	15/06/2015	ESOP
KSX AO		13,000,000	\$0.05	15/12/2015	
KSX AM		29,737,497	\$0.05	30/06/2012	
New Class		3,000,000	\$0.05	15/12/2010	
New Class		6,683,333	\$0.05	31/07/2011	
New Class		58,035,000	\$0.07	31/07/2011	
<b>Unlisted Total</b>	<b>28,107,000</b>	<b>126,668,330</b>			

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

## Part 2 - Bonus Issue or Pro Rata Issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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+ 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

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

40 Do the +securities rank equally in all respects from the date of allotment 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

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

## Quotation Agreement

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

2 We warrant the following to ASX.

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

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

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 not available now, 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:



Date: 17<sup>th</sup> December 2009

Company Secretary

Print Name: Brad Slade



**The CFO Solution**

17.12.2009



**ASX ANNOUNCEMENT**  
**[ASX Code: KSX]**

**Notice Under Section 708A(5) of the Corporations Act**

17<sup>th</sup> December 2009

This notice is given under paragraph (5)(e) of section 708A of the Corporations Act.

The following securities of the Company were issued without disclosure to investors under Part 6D.2 of the Corporations Act:

<b>Type:</b>	Shares	Options	Options	Options
<b>Class/Description:</b>	Ordinary (Fully Paid)	Unlisted	Unlisted	Unlisted
<b>ASX Code:</b>	KSX	New Class	New Class	New Class
<b>Date of Issue:</b>	a) 17th December 2009 b) 17th December 2009	17th December 2009	17th December 2009	17th December 2009
<b>Number Issued:</b>	a) 116,070,000 b) 2,000,000	3,000,000	6,683,333	58,350,000
<b>Issue Price per Security</b>	a) \$0.04 b) Fair value of Services	Fair value of Services	Nil	Nil

The Company intends to apply to Australian Stock Exchange Limited for quotation of the above securities.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

<b>Other information which is excluded information required to be disclosed under paragraph (6)(e) of section 708A of the Corporations Act</b>	None.
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For and on behalf of KarmelSonix Ltd



Brad Slade  
Company Secretary