



Resonance Health Limited

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am

DATE: Wednesday, 16 November 2011

PLACE: UWA Boat Shed
Car park #23, Hackett Drive
(corner of Stirling Highway/Mounts Bay Road)
Crawley, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9286 5300.



ResonanceHealth

ABN 96 006 762 492



TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (WST) on 16 November 2011 at the UWA Boat Shed on Hackett Drive, Crawley, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Advanced Share Registry Services, PO Box 1156, Nedlands, WA 6909; or
- (b) facsimile to the Advanced Share Registry Services on facsimile number (+61 8) 9389 7871; or
- (c) email to the Company at colinm@resonancehealth.com

so that it is received not later than close of business Perth time on Monday 14 November 2011.

Proxy Forms received later than this time will be invalid.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Resonance Health Limited will be held at 10:00am on Wednesday 16 November 2011 at the UWA Boat Shed on Hackett Drive, Crawley, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at close of business Perth time on Monday 14 November 2011.

AGENDA

Reports and Accounts

To receive the Financial Report of the Company for the year ended 30 June 2011, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

Ordinary Business

Resolution 1 – Adoption of Remuneration Report (non-binding)

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

"That, for the purposes of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company adopts the Remuneration Report as contained in the Company's Annual Financial Report for the year ended 30 June 2011."

Short Explanation: The Corporations Act provides that a resolution on the remuneration report must be put to vote at a listed company's AGM. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- a) a member of the key management personnel as disclosed in the Remuneration Report; and
- b) a closely related party of those persons (such as close family members and any controlled companies),

unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the proxy form.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Simon Panton

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

"That, Mr Simon Panton, being a Director, retires by rotation in accordance with Clause 13.2 of the Constitution, and being eligible, is hereby re-elected as a Director."

By Order of the Board



Colin McDonald

Company Secretary

Date 12 October 2011

Explanatory Statement

Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2011 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is on its website at <http://www.resonancehealth.com>

Resolution 1 - Adoption of Remuneration Report

In accordance with Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption of the Remuneration Report. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report, set out in the Company's 2011 Annual Report from page 10 to 12, includes all of the information required by Section 300A of the Corporations Act, including:

- (a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the Company;
- (b) discussion of the relationship between such policy and the Company's performance; and
- (c) the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

The Directors recommend Shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

Resolution 2 – Re-election of Ms Liza Dunne

Clause 13.2 of the Constitution provides that a Director of the Company, (except a Managing Director) must not hold office (without re-election) past the third AGM following the director's appointment or three years, whichever is longer. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

Mr Simon Panton, retiring at this AGM, seeks re-election in accordance with Clause 13.2 of the Constitution. Details regarding the Directors are set out in the Company's 2011 Annual Report.

The Directors, other than the retiring Director who abstains from making any recommendation, recommend Shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.

End of document

PROXY FORM

APPOINTMENT OF PROXY
RESONANCE HEALTH LIMITED
ABN 96 006 762 492

ANNUAL GENERAL MEETING

I/We (name)

of (address)

being a Member of Resonance Health Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (Perth time), on 16 November 2011 at the UWA Boat Shed, Hackett Drive, Crawley, Western Australia and at any adjournment thereof.

☐

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (or that they are connected directly or indirectly with the remuneration of a member of key management personnel) and that the votes cast by the Chair of the Annual General Meeting other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your vote on the resolutions and your votes will not be counted in calculating the required majority if a poll is called.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Please note: By marking this box, you further acknowledge that the Chair will be casting votes in respect of, and in favour of, Resolution 1 (Remuneration Report) that arise from any undirected proxy that the Chairman holds even though the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

OR

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Simon Panton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Signature of Member(s):

Individual or Member 1

Member 2

Date

Member 3

Sole Director / Company Secretary

Director

Director / Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Please return this Proxy Form to Advanced Share Registry Services, 150 Stirling Highway, Nedlands WA 6009 or fax to (+61 8) 9389 7871 by close of business Perth time on Monday 14 November 2011.

RESONANCE HEALTH LIMITED
ABN 96 006 762 492

Instructions for Completing Appointment of Proxy Form

1. **Appointing a Proxy:** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **Signing Instructions:**
 - **Individual:** Where the holding is in one name, the member must sign.
 - **Joint Holding:** Where the holding is in more than one name, all of the members should sign.
 - **Power of Attorney:** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Advanced Share Registry Services, PO Box 1156, Nedlands, WA 6909; or
 - (b) facsimile to the Advanced Share Registry Services on facsimile number (+61 8) 9389 7871; or
 - (c) email to the Company Secretary at colinm@resonancehealth.comso that it is received not later than close of business Perth time on Monday 14 November 2011.

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Australia

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