

Resonance Health Limited

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am

DATE: Thursday, 15 November 2012

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 15 November 2012 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 naomih@resonancehealth.com

so that it is received not later than close of business Perth time on Monday 12 November 2012.

Proxy Forms received later than this time will be invalid.



ResonanceHealth

278 Stirling Highway
Claremont WA 6010
Australia

Telephone: +61 8 9286 5300
Facsimile: +61 8 9286 1179

Postal address
PO Box 1135
Nedlands WA 6909
Australia

Website and e-mail address
www.resonancehealth.com
Email: info@ferriscan.com

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 Thursday 15 November 2012 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 12 November 2012.

AGENDA

Reports and Accounts

To receive the Financial Report of the Company for the year ended 30 June 2012, 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 2012."

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.

Resolution 2 – Re-election of Dr Timothy St Pierre

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

"That, Dr Timothy St Pierre, 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



Naomi Haydari

Company Secretary

Date 12 October 2012

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 2012 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 2012 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 Dr Timothy St Pierre

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.

Dr Timothy St Pierre, 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 2012 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.