

Resonance Health Limited

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am

DATE: Thursday, 14 November 2013

PLACE: Ground Floor
Resonance Health Head Office
278 Stirling Highway
CLAREMONT
Western Australia, 6010



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.

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 14 November 2013 at the Resonance Health Head Office, 278 Stirling Highway, Claremont, Western Australia, 6010.

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 11 November 2013.

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 14 November 2013 at the Resonance Health Head Office, 278 Stirling Highway, Claremont, Western Australia, 6010

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 11 November 2013.

AGENDA

Reports and Accounts

To receive the Financial Report of the Company for the year ended 30 June 2013, 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 2013."

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 Martin Blake

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

"That, Dr Martin Blake, being the Director-Chairman, retires by rotation in accordance with Clause 13.2 of the Constitution, and being eligible, is hereby re-elected as a Director."

Resolution 3 – Re-election of Dr Jason Loveridge

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

"That, Dr Jason Loveridge, being the Director, in accordance with Clause 13.4 of the Constitution, and being eligible, is hereby re-elected as a Director."

By Order of the Board



Naomi Haydari

Company Secretary

14 October 2013

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 2013 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 2013 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 Martin Blake

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 Martin Blake, 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 2013 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.

Resolution 3 – Re-election of Dr Jason Loveridge

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire (if any) at that meeting. An election of Directors shall take place each year.

Dr Jason Loveridge, seeks re-election in accordance with Clause 13.4 of the Constitution. Details regarding the Directors are set out in the Company's 2013 Annual Report.

The Directors, other than the Director standing for re-election, 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.