

# Resonance Health Limited

ABN: 96 006 762 492

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7 January 2004

The Manager  
Company Announcements  
Australian Stock Exchange Limited  
Exchange Centre  
Level 3, 20 Bridge Street  
SYDNEY NSW 2000

Dear Sir,

## **Amended Version of Appendix 3B lodged on 9 October 2003**

Attached is an amended version of Appendix 3B to update the version lodged with the ASX on 9 October 2003.

The original Appendix 3B included approximate numbers of shares and options as a result of a (10 for 1) share consolidation and subsequent option entitlement issue. While materially correct previously, the new Appendix 3B agrees with the share and option information held by the ASX and our share registry.

Yours truly,

Evan Cross  
Company Secretary  
Resonance Health Limited

# 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

Resonance Health Limited (formerly GEO2 Limited)

ABN

96 006 762 492

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   | Refer Annexure A – Updated from Appendix 3B lodged on 9 October 2003. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Refer Annexure A – Updated from Appendix 3B lodged on 9 October 2003. |
| 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) | Refer Annexure A  |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment 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>Ordinary – Yes</p> <p>Options – only in exercise</p> <p>Incentive Shares and Incentive Share Options are based on terms and conditions of issue</p>
<p>5 Issue price or consideration</p>	<p>Ordinary shares 10 cents (post consolidation) RHT (GEL) listed options 0.1 cents each IVBH Incentive Shares 0.0001 cents Unlisted Incentive Share options – free Unlisted Advisor Options – 0.01 cents</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the Offers are to:</p> <ul style="list-style-type: none"><li>▪ satisfy the Company’s obligations under the Implementation Agreement in relation to the acquisition of all of the IVBH Shares;</li><li>▪ provide additional working capital to allow the Company to complete the acquisition of IVBH;</li><li>▪ provide additional working capital for the continued work on the Company’s existing technology; and</li><li>▪ provide additional working capital for the Company and to meet the expenses of the Offers.</li></ul>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Refer to Annexure A</p>

+ See chapter 19 for defined terms.

	Number	+Class
8	40,141,476 (post consolidation)	Ordinary
	50,346,503	RHT (GEL) Listed Options – 15 cents on or before 15/01/07

\* refer to Annexure A regarding further option issued, if exercised

	Number	+Class
9	13,000,000	Ordinary Shares – Escrow to November 2004
	2,750,000 *	Options – 10 cents on or before 15/01/07
	41,000,000	IVBH Incentive Shares
		<u>IVBH Incentive Options</u>
	10,000,000	Incentive options – 20 cents, 3 years from date of issue
	10,000,000	Incentive options – 30 cents, 3 years from date of issue
	4,000,000 *	RHT (GEL) Options – 15 cents on or before 15/01/07
	Options – 20 cents, 3 years from date of issue	

\* refer to Annexure A regarding further option issued, if exercisable

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Yes – meeting to be held on 14 October 2003
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	2 for 3 (post consolidation)
14	+Class of +securities to which the offer relates	Options
15	+Record date to determine entitlements	10 November 2003
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Entitlements rounded to nearest whole option
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.	USA Canada
19	Closing date for receipt of acceptances or renunciations	1 December 2003
20	Names of any underwriters	HealthTec Growth Partners
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	None

+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	14 October 2003
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	13 November 2003
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	No options on issue
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	8 December 2003

+ 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

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+ See chapter 19 for defined terms.

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class

+ 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.

**Evan Cross**  
**Company secretary**  
**7 January 2004**

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+ See chapter 19 for defined terms.

**Annexure A**

<b>Shares</b>	<b>Share Capital</b>	<b>Issue Price</b>
271,393,005	Shares currently on Issue	-
27,141,476	1:10 Consolidation (rounded)	
13,000,000	Placement of Shares	10 cents
<b>40,141,476</b>	<b>Total Listed Shares</b>	
13,000,000	Consideration Shares (In escrow)	10 cents
<b>53,141,476</b>	<b>Total Shares on Issue</b>	
	<b>IVBH OFFERS</b>	
<b>41,000,000</b>	Consideration Incentive Shares **	0.0001 cents <b>Exercise Price</b>
10,000,000	Incentive Share Options Unlisted **	20 cents
10,000,000	Incentive Share Options Unlisted **	30 cents
4,000,000	Incentive Share Options – 15/01/2007 *,**	15 cents
4,000,000	Incentive Share Options (Advisor) Unlisted **	20 cents
<b>28,000,000</b>	<b>Total IVBH Offer Options</b>	
	<b>Options on Issue</b>	<b>Exercise Price</b>
Nil	Existing Options on Issue	
18,096,503	Entitlement Issue – 15/01/2007 *	15 cents
6,500,000	Placement Issue – 15/01/2007 *	15 cents
23,000,000	Acquisition Issue – 15/01/2007 *	15 cents
2,750,000	Advisor Issue – 15/01/2007 *	15 cents
<b>50,346,503</b>	<b>Total Listed RHT (GEL) Options</b>	
2,750,000	Advisor Issue Unlisted *	10 cents

+ See chapter 19 for defined terms.

- \* If an option is exercised on or before 8 December 2004, a further option will be issued (Further Option) for no additional consideration on the same terms and conditions as these options, except that:
1. each Further Option entitles the holder to subscribe for one Resonance Health Limited Share upon payment of 40 cents per option;
  2. the Further Options shall lapse at 5.00pm Western Standard Time on 15 January 2008; and
  3. the Further Options shall be exercisable wholly or in part by notice in writing to Resonance Health Limited at any time until the expiry date on payment of 40 cents per option.
- \*\* The Company shall allot and issue 41,000,000 Incentive Shares and 28,000,000 Incentive Share Options, which shall be classified as:
- (a) 9,000,000 Class A Incentive Shares and 4,000,000 Class A Incentive Share Options;
  - (b) 4,000,000 Class B Incentive Share Options;
  - (c) 8,000,000 Class C Incentive Shares;
  - (d) 8,000,000 Class D Incentive Shares and 6,666,666 Class D Incentive Share Options;
  - (e) 8,000,000 Class E Incentive Shares and 6,666,667 Class E Incentive Share Options; and
  - (f) 8,000,000 Class F Incentive Shares and 6,666,667 Class F Incentive Share Options.

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+ See chapter 19 for defined terms.