



13TH May 2004

The Manager
 Company Announcements
 Australian Stock Exchange
 4th Floor
 20 Bridge Street
 SYDNEY NSW 2000

Dear Sir

RESULTS OF GENERAL MEETING

In accordance with the requirements of Listing Rule 3.13.2, I write to confirm that the resolutions put to the General Meeting of shareholders held today were duly passed with the required majority.

I also attach information required in accordance with section 251AA of the Corporations Act 2001 relating to the resolutions passed at the General Meeting of shareholders held on Thursday 13th May 2004.

Resolution Number	1 Special See annexure 1	2 Ord See annexure 1	3 Ord See annexure 2	4 Ord See annexure 2	5 Ord See annexure 2	6 Ord See annexure 3
Decided by a show of hands	Yes	Yes	Yes	Yes	Yes	Yes
Call for a poll	No	No	No	No	No	No
Total number of proxy votes exercisable by proxies validly appointed	5,522,128	5,522,128	5,522,128	5,522,128	5,522,128	5,522,128
Details of proxy votes in respect of which the proxy specified that:						
The proxy vote in favour of the Resolution	4,427,338	4,370,361	4,269,403	4,258,499	4,258,499	4,258,499
The proxy vote against the Resolution	1,094,678	1,151,336	1,252,648	1,263,552	1,263,552	1,263,552
The proxy abstain from voting on the Resolution	112	431	77	77	77	77
The proxy may vote at the proxy's discretion	0	0	0	0	0	0
Outcome of Resolution	Approved	Approved	Approved	Approved	Approved	Approved

For and on behalf of the Board of Directors:
 Stuart Usher
 Company Secretary

Annexure 1

Resolution 1 - Modification of Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Section 136(2) of the Corporations Act and the Company’s Constitution and for all other purposes, approval is given for the Company to amend the Company’s Constitution as follows:

- (a) by deleting the sentence “**Date of Adoption** means the date upon which this clause is inserted in this Constitution by special resolution of the members of the Company.” from Clause 3.2;
- (b) by deleting the words “on or at any time after the Date of Adoption” from the definition of “**Minority Member**” contained in Clause 3.2;
- (c) by deleting Clause 3.17 in its entirety and replacing it with the following Clause:

“3.17 Use by Company of Clause 3

This clause 3 may only be invoked only once in any twelve month period.”; and

- (d) by deleting Clause 3.18 in its entirety.”

Resolution 2 - Grant of Options under Incentive Option Scheme

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

“That, for the purposes of Listing Rule 7.2 (Exception 9) of the Listing Rules of Australian Stock Exchange Limited and for all other purposes, the Directors are authorised to issue options, each to acquire one (1) fully paid ordinary share in the capital of the Company, pursuant to an incentive option scheme known as the “Resonance Health Ltd Incentive Option Scheme” (**Scheme**) upon and subject to the terms and conditions of the Scheme, a summary of which is included in the Explanatory Statement accompanying this Notice.”

Annexure 2

Resolution 3 – Grant of Director Options to Mr Anthony Fitzgerald

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

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant 1,000,000 Director Options, each to acquire one (1) fully paid ordinary share in the capital of the Company, to Mr Anthony Fitzgerald (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Resolution 4 – Grant of Director Options to Mr Michael Wooldridge

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

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant 650,000 Director Options, each to acquire one (1) fully paid ordinary share in the capital of the Company, to Mr Michael Wooldridge (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Resolution 5 – Grant of Director Options to Mr Andrew Walker

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

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant 300,000 Director Options, each to acquire one (1) fully paid ordinary share in the capital of the Company, to Mr Andrew Walker (or his nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Annexure 3

Resolution 6 – Grant of Director Options to Ms Christine Bennett

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

“That, for the purposes of Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited, Section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant 450,000 Director Options, each to acquire one (1) fully paid ordinary share in the capital of the Company, to Ms Christine Bennett (or her nominee) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”