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**RESONANCE HEALTH LIMITED**

**ABN 96 006 762 492**

**NOTICE OF GENERAL MEETING**

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**TIME:** 10am

**DATE:** Thursday, 22 September 2005

**PLACE:** The University Club of Western Australia  
Hackett Drive, 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 Evan Cross or Stuart Usher on (08) 9389 5933.*

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## **CONTENTS**

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Notice of General Meeting (setting out the proposed resolution)	3
Explanatory Statement (explaining the proposed resolution)	4
Glossary	8
Proxy Form	

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

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The General Meeting of the Shareholders of Resonance Health Limited which this Notice of Meeting relates to will be held at 10am on Thursday, 22 September 2005 at The University Club of Western Australia, Hackett Drive, Crawley, Western Australia.

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

### **VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Resonance Health Limited, Suite 1, 117 Stirling Highway, Nedlands, Western Australia 6009; or
- (b) send the proxy form by facsimile to the Company on facsimile number (08) 9389 5944 (International: +61 8 9389 5944),

so that it is received not later than 10am WST on Tuesday, 20 September 2005.

**Proxy forms received later than this time will be invalid.**

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## NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting of Shareholders of Resonance Health Limited will be held at The University Club of Western Australia, Hackett Drive, Crawley, Western Australia at 10am WST on Thursday, 22 September 2005.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 21 September 2005.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### Resolution 1 – Ratification of Placement

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 6,000,000 Shares at an issue price of \$0.16 each and 6,000,000 free attaching Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

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**DATED: 18 AUGUST 2005**

**BY ORDER OF THE BOARD**



**STUART USHER  
JOINT COMPANY SECRETARY  
RESONANCE HEALTH LIMITED**

#### Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at The University Club of Western Australia, Hackett Drive, Crawley, Western Australia on Thursday, 22 September 2005 at 10am (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolution in the Notice of Meeting.

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### 1. RESOLUTION 1 – RATIFICATION OF PLACEMENT

In June 2005 the Company completed a placement of 6,000,000 Shares at \$0.16 each, together with 6,000,000 free attaching Options. None of the subscribers pursuant to the placement were related parties of the Company. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of those Shares and Options.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the placement:

- (a) 6,000,000 Shares and 6,000,000 Options were allotted and issued to the parties set out below:

Allottee	No. of Shares	No. of Options
Bernadette Maria Bosanac	62,500	62,500
Susan Ulreich Pty Ltd atf The Anderson Family Trust	125,000	125,000
Peter John Reis and Peta Jan Reis	125,000	125,000
Wildest Pty Ltd	156,250	156,250
Lambert Mayfield Pty Ltd <The Lambert Super Fund A/C>	312,500	312,500
Kevin Harvey Payne and Ruth Linda Payne	62,500	62,500
Murray Ken Payne and Katie Louise Payne	81,875	81,875
Walsh Holdings (WA) Pty Ltd <CL Walsh Super Fund A/C>	125,000	125,000
Graham Sidney James	28,125	28,125
Patricia Frances Peters	30,937	30,937
Annette Farrugia	25,000	25,000

Jean Campbell	50,000	50,000
Edward John Taweel and Henry Joseph Taweel <ET Super Fund A/C>	93,750	93,750
Edward Conrad Jonathan Rihari and Aniese Rihari <Jaret Super Fund A/C>	30,938	30,938
Frederick Kuenzel and Kathleen Joan Kuenzel <The Kuenzel Super Fund A/C>	50,000	50,000
Stephanie Jane Tassell	46,875	46,875
Cogent Nominees Pty Ltd	156,250	156,250
Walker Corporation Pty Ltd	468,750	468,750
Queensway Investments Pty Ltd	156,250	156,250
C K Locke & Partners Pty Ltd	331,250	331,250
Steora Investments Pty Ltd	125,000	125,000
Health & Technology Developments Pty Ltd atf Dunne & May Superannuation Fund	187,500	187,500
ANZ Nominees Ltd	1,581,250	1,581,250
Gary Catlin atf Catlin Family Trust	325,000	325,000
Kevin Andrew Fell	125,000	125,000
RNS Pty Ltd <RNS Superannuation Plan>	125,000	125,000
Dr Donald Sanders <IRA A/C RAC Dain Rauscher>	812,500	812,500
Noir Pty Ltd	100,000	100,000
HealthTec Growth Partners Pty Ltd	100,000	100,000
<b>Total</b>	<b>6,000,000</b>	<b>6,000,000</b>

- (b) the Shares and Options were allotted and issued on 16 June 2005;
- (c) the Shares were issued at \$0.16 and the Options were free attaching on a one for one basis;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company;
- (e) the Options were issued on the terms and conditions set out below and rank equally with the Company's other listed options trading under ASX Code "RHTOA"; and

- (f) the funds raised (\$960,000 before costs) have been or will be applied for the purpose of advancing the commercialisation of the "FerriScan" iron overload liver test in Australia and other jurisdictions where the Company's subsidiary, Inner Vision Biometrics Pty Ltd, holds regulatory approvals to conduct the test.

The terms and conditions of the Options are as follows:

- (a) each Option entitles the holder to subscribe for one Share upon payment of 15 cents each;
- (b) the Options shall lapse at 5.00pm WST on 15 January 2007;
- (c) the Options shall be exercisable wholly or in part by notice in writing to the Company at any time until the expiry date on payment of the specified exercise price per Option;
- (d) if an Option is exercised within one year of its issue date, a further Option will be issued (**Further Option**) for no additional consideration on the same terms and conditions as these Options, except that:
  - (i) each Further Option entitles the holder to subscribe for one Share upon payment of 40 cents per Option;
  - (ii) the Further Options shall lapse at 5.00pm WST on 15 January 2008; and
  - (iii) the Further Options shall be exercisable wholly or in part by notice in writing to the Company at any time until the expiry date on payment of 40 cents per Option;

This term is no longer applicable as more than one year has passed since the Company first issued Options on these terms.

- (e) there are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options;
- (f) within 14 days of receipt of a properly executed Option notice and the required application monies the number of Shares specified in the notice will be allotted;
- (g) Shares issued on the exercise of the Options will rank pari-passu with the then existing issued Shares; and
- (h) in the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return) of the issued capital of the Company, the Options will be reorganised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

Under the terms of the placement, each allottee is required to exercise 50% of their Options within 90 days of the issue date. Conversion of 50% of the Options will raise an additional \$450,000 for the Company by the third quarter of 2005.

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## GLOSSARY

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**ASX** means Australian Stock Exchange Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of Directors.

**Company** means Resonance Health Limited (ABN 96 006 762 492).

**Director** means a director of the Company.

**Option** means an option to acquire a Share on the terms and conditions set out in the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time.



PROXY FORM

APPOINTMENT OF PROXY  
RESONANCE HEALTH LIMITED  
ABN 96 006 762 492

I/We

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

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 10am on Thursday, 22 September 2005 at The University Club of Western Australia, Hackett Drive, Crawley, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of the resolution.

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**Voting on Business of the General Meeting**

**FOR      AGAINST      ABSTAIN**

Resolution 1      Ratification of Placement

          

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of the resolution if no directions are given.

**YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this                                  day of                                  2005

**By:**

**Individuals and joint holders**

**Companies (affix common seal if appropriate)**

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

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**RESONANCE HEALTH LIMITED**  
**ABN 96 006 762 492**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - Directors of the company;
  - a Director and a company secretary of the company; or
  - for a proprietary company that has a sole Director who is also the sole company secretary – that Director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and either:
  - (c) send the proxy form by post to Resonance Health Limited, Suite 1, 117 Stirling Highway, Nedlands, Western Australia 6009; or
  - (d) send the proxy form by facsimile to the Company on facsimile number (08) 9389 5944 (International: +61 8 9389 5944),

so that it is received not later than 10am WST on 20 September 2005.

**Proxy forms received later than this time will be invalid.**

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