

Resonance Health Limited

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am

DATE: Wednesday, 17 November 2010

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 17 November 2010 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 evao@resonancehealth.com

so that it is received not later than close of business Perth time on Monday 15 November 2010.

Proxy Forms received later than this time will be invalid.

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 Wednesday 17 November 2010 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 15 November 2010.

AGENDA

Reports and Accounts

To receive the Financial Report of the Company for the year ended 30 June 2010, 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 2010.”

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 a Director, retires by rotation in accordance with Clause 13.2 of the Constitution, and being eligible, is hereby re-elected as a Director.”

Resolution 3 – Approval to Issue Shares to the Managing Director

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 the Australian Securities Exchange and for all other purposes, shareholders approve the allotment and issue of that number of fully paid ordinary shares to Liza Dunne that is equal to \$10,000 divided by the volume weighted average price of the Company's shares as traded on ASX over the 20 trading days prior to the date of issue of the shares on the terms set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by Liza Dunne (or her nominee) and any of her associates. However, 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.

By Order of the Board



Eva O'Malley

Company Secretary

Date 13 October 2010

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 2010 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 2010 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 2010 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 – Approval to Issue Shares to the Managing Director

The Company wishes to issue shares to Liza Dunne to a value that is equal to \$10,000 divided by the volume weighted average price of the Company's shares as traded on ASX over the 20 trading days prior to the date of issue of the shares.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of these shares.

Shareholder approval is not being sought under the related party provisions of the Corporations Act because the independent directors consider that the issue falls within either the arm's length exemption in Section 210 of the Corporations Act or the reasonable remuneration exemption in Section 211 of the Corporations Act.

Explanatory Statement (continued)

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Liza Dunne is a related party of the Company by virtue of being a director.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the shares under Resolution 3 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the shares will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Share Ratification:

- (a) the issue price of the shares is nil;
- (b) the number of shares to be issued will be equal to \$10,000 divided by the volume weighted average price of the Company's shares as traded on ASX over the 20 trading days prior to the date of issue of the shares (VWAP) (for example if the VWAP is 1.5 cents per Share then 666,666 Shares will be issued to Liza Dunne pursuant to Resolution 3);
- (c) the shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (d) the shares will be allotted and issued to Liza Dunne (or her nominee);
- (e) the shares will be issued no later than one month after the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the shares will be issued on one date; and
- (f) there will be no funds raised from the issue as the shares will be issued in recognition of past services by Liza Dunne for the Company.

End of document



ResonanceHealth

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216 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

PROXY FORM

**APPOINTMENT OF PROXY
RESONANCE HEALTH LIMITED
ABN 96 006 762 492**

ANNUAL GENERAL MEETING

I/We (name)

of (address)

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

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (Perth time), on 17 November 2010 at the UWA Boat Shed, Hackett Drive, Crawley, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 3, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 3 and that the votes cast by the Chair of the Annual General Meeting for Resolution 3 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your vote on Resolution 3 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 3.

OR

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr Martin Blake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director / Company Secretary

Director

Director / Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Please return this Proxy Form to Advanced Share Registry Services, 150 Stirling Highway, Nedlands WA 6009 or fax to (+61 8) 9389 7871 by close of business Perth time on Monday 15 November 2010.

RESONANCE HEALTH LIMITED

ABN 96 006 762 492

Instructions for Completing Appointment of Proxy Form

1. **Appointing a Proxy:** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **Signing Instructions:**
 - **Individual:** Where the holding is in one name, the member must sign.
 - **Joint Holding:** Where the holding is in more than one name, all of the members should sign.
 - **Power of Attorney:** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **Return of Proxy Form:** 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 evao@resonancehealth.comso that it is received not later than close of business Perth time on Monday 15 November 2010.

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