



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of **Optiscan Imaging Limited** ('Company') will be held at the offices of the company, **15-17 Normanby Road, Notting Hill, Victoria 3168 on Tuesday, 25 November, 2014 at 3.30pm.**

Business of the Meeting

Accounts

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2014.

Resolutions

1. Remuneration Report

To consider, and if thought fit, to pass the following as an **advisory only resolution**:

'That the Remuneration Report included in the Annual Report for the year ended 30 June 2014 be adopted.'

It should be noted that the vote on this resolution is advisory only, and does not bind the company or its directors.

2. Re-election of Peter Delaney

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

'That Peter Delaney, a director retiring by rotation in accordance with the Company's constitution, being eligible and having signified his candidature for the office, be re-elected a director of the Company.'

3. Ratification of prior share and convertible note issues

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

'That, in accordance with Australian Stock Exchange Listing Rule 7.4, shareholders ratify the issue of convertible notes and fully paid ordinary shares on the dates and at the prices set out in the explanatory memorandum accompanying this Notice of Meeting'

4. Issue of shares to directors

4.1 To consider, and if thought fit, to pass the following as an **ordinary resolution**:

‘That, in accordance with Australian Stock Exchange Listing Rule 10.11, shareholders approve the issue of 1,000,000 fully paid ordinary shares in the capital of the Company to the Bruce Andrew, a director of the Company for a price of \$0.03 each.

4.2 To consider, and if thought fit, to pass the following as an **ordinary resolution**:

‘That, in accordance with Australian Stock Exchange Listing Rule 10.11, shareholders approve the issue of 1,000,000 fully paid ordinary shares in the capital of the Company to the Peter Delaney, a director of the Company for a price of \$0.03 each.

4.3 To consider, and if thought fit, to pass the following as an **ordinary resolution**:

‘That, in accordance with Australian Stock Exchange Listing Rule 10.11, shareholders approve the issue of 1,000,000 fully paid ordinary shares in the capital of the Company to the Angus Holt, a director of the Company for a price of \$0.03 each.

5. Approval of 10% Placement Facility

To consider, and if thought fit, to pass the following as a **special resolution**:

‘That, pursuant to and in accordance with Australian Stock Exchange Listing Rule 7.1A, and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’

Entitlement to Attend and Vote

You may vote by attending the meeting and casting your vote in person, or by appointing a proxy to vote on your behalf.

In accordance with regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted securities at 7pm on Sunday, 23 November 2014 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 25 November 2014.

Proxies

A member entitled to attend and vote at the meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member(s) voting rights. Neither proxy is entitled to vote on a show of hands. A proxy need not be a member of the Company.

If you appoint a proxy and also attend the meeting, the proxy's authority to speak and vote at the meeting will be suspended while you are present.

If the form of proxy is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the chairman of the meeting for full voting rights. The chairman intends to vote any undirected proxies in favour of all resolutions.

If a representative of a corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the office of Optiscan Imaging Limited.

Questions and Comments by Shareholders

In accordance with the Corporations Act 2001, shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company.

Furthermore, shareholders will be provided with an opportunity to ask questions of the Company's auditor in relation to:

1. the conduct of the audit; and
2. the preparation and content of the auditor's report; and
3. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
4. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the auditor if the question is relevant to the content of the audit report or the conduct of the audit. A list of any such written questions received will be made available to shareholders attending the Annual General Meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting on the company's website, www.optiscan.com.

Written questions for the auditor must be received at the registered office of the company no later than 5pm on Tuesday 18 November 2014. Written questions should be sent to the registered office at 15-17 Normanby Road, Notting Hill, Victoria, 3168, or by fax to (613) 9562 7742.

Annual Report Online

The 2014 Annual Report for Optiscan Imaging Limited is available on the Company's website at **www.optiscan.com**

Dated 21 October, 2014

By Order of the Board



Bruce R. Andrew
Company Secretary

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING 2014

PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 21 October, 2014) is to provide Shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting on 25 November 2014 and to assist shareholders to determine how they wish to vote on these resolutions.

ANNUAL FINANCIAL REPORT

The Corporations Act requires the reports of the directors and auditors, and the annual financial statements to be tabled at the Annual General Meeting. There is no requirement under the Corporations Act for a resolution to adopt, receive or consider the financial statements and reports.

Shareholders will be invited to raise any questions on these reports at the meeting. In addition, the company's auditor will be available to respond to questions about the auditor's report and the conduct of the audit.

RESOLUTION 1: REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2014 includes a Remuneration Report in accordance with the requirements of the Corporations Act.

Shareholders in general meeting are required to consider a resolution to adopt the Remuneration Report. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement

The persons excluded from voting on this report are the Directors of the Company, being the "Key Management Personnel" identified in the remuneration Report. In addition, closely related parties to the directors (Key Management Personnel) are excluded from voting including family members, dependants and companies they control. Any undirected proxies held by the Chairman of the meeting or other directors or any of their closely related parties will not be voted on resolution 1, unless express authorisation is given in the proxy form.

RESOLUTION 2: ELECTION OF MR PETER DELANEY AS A DIRECTOR – CANDIDATE PROFILE

Peter Delaney, Director of Technology, completed a science degree with honours in Pharmacology at Monash University in 1989. He has played a major role in the refinement of the fibre optic approach to produce a commercial instrument which received an R&D 100 Award in 1991. In 1993, Mr Delaney received the Victorian Young Achiever Award (Science and Technology) for his development of the company strategy and infrastructure. Mr Delaney was appointed a director of Optiscan Pty Ltd in March 1994, and was Managing Director until December 2002, at which time he assumed the role of Director of Technology. In April 2007, Peter Delaney was awarded a prestigious ATSE Clunies Ross award for excellence in the innovation and commercialisation of scientific endeavours.

RESOLUTION 3: RATIFICATION OF PRIOR SHARE AND NOTE ISSUES

In the period from November 2013 September 2014, the company issued eight convertible notes and 22,471,439 fully paid ordinary shares as a consequence of placements and note conversion as outlined below. Each share was issued on the same terms, and ranks equally in all respects, with existing fully paid ordinary shares. The issues related to convertible note facilities and the conversion of notes, and to placements to raise funds for general working capital purposes.

Shareholder Approval

Under Australian Stock Exchange ('ASX') Listing Rule 7.1, the prior approval of shareholders is required for the issue of shares which, when aggregated with securities issued during the previous twelve months, would exceed 15% of the number of securities on issue at the commencement of that 12 month period.

ASX Listing rules 7.1 and 7.4 provide that where a company in general meeting ratifies an issue of equity securities, the issue will be treated as having been made with approval for the purposes of listing rule 7.1.

Effect of Shareholder Approval

If carried, this resolution will approve the issues of shares set out in the tables below, and effectively reinstate the capacity of the company to issue new shares up to the 15% limit. There is no intention at present to make such an issue, but the position of the company will be enhanced if the board has the ability to issue new shares without the cost and delay involved in seeking prior shareholder approval.

Information Required by ASX Listing Rule 7.4

The following information in relation to the shares is provided to shareholders for the purposes of this resolution:

- (i) Conversion of convertible notes by held by Hanover Holdings I, LLC

Transaction	Date of issue	No shares	Price
Conversion of notes	1 November 2013	358,916	\$0.0443
Conversion of notes	21 November 2013	368,965	\$0.0435
Conversion of notes	10 December 2013	502,283	\$0.0438
Conversion of notes	21 January 2014	644,782	\$0.0442
Converting note facility interest costs	21 January 2014	40,406	\$0.0442
Conversion of notes	25 February 2014	1,120,691	\$0.049523
Conversion of notes	28 April 2014	574,651	\$0.0376
Conversion of notes	6 June 2014	618,807	\$0.0259
TOTAL SHARES ISSUED ON NOTE CONVERSION		4,229,501	

RESOLUTION 3: RATIFICATION OF PRIOR SHARE AND NOTE ISSUES (CONTINUED)

(ii) Placement of shares on 17 July 2014 at a price of \$0.02539 each

Subscriber	No shares
Mr Henry Sikwa	1,978,495
Menzies Super Pty Ltd <Menzies Super Fund A/C>	1,384,947
DBM (VIC) Pty Ltd <David Menzies Family A/C>	197,850
Frotree Pty Ltd <Fairbrother Super Fund A/C>	593,549
Elgar Park Pty Ltd <Algar Park Super Fund A/C>	395,699
B&B Property Developments <Mad Dog Super Fund A/C>	395,699
Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield <LG Dudfield Pension Fund A/C>	395,699
TOTAL SHARES ISSUED 17 July 2014	5,341,938

(iii) Placement of shares on 19 September 2014 at a price of \$0.03 each

Subscriber	No shares
Mrs Lila Wymant	1,666,667
Ibsen Pty Ltd <Narula Family Set No 3 Ac>	3,500,000
Wally Knezevic	541,667
Mr Chris Graham <Graham Family SF>	2,000,000
Semblance Pty Ltd (G Mutton Retire Super fund)	666,667
Portorose <Porter Family Fund Ac>	541,667
Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield <LG Dudfield Pension Fund A/C>	1,000,000
Platinum Road Pty Ltd	1,250,000
Citycastle Pty Ltd	1,666,667
DBM (VIC) Pty Ltd <David Menzies Family A/C>	66,665
TOTAL SHARES ISSUED 19 September 2014	12,900,000

- a. All shares issued are fully paid and rank equally in all respects with existing ordinary shares
- b. All shares were issued to institutional professional and sophisticated investors pursuant to Section 708 of the *Corporations Act*
- c. The funds raised were used for working capital purposes
- d. The total number of shares issued was 22,471,439

RESOLUTION 3: RATIFICATION OF PRIOR SHARE AND NOTE ISSUES (CONTINUED)

The following information in relation to the convertible notes is provided to shareholders for the purposes of this resolution:

Noteholder	Date of issue	Date of Expiry	Issue Price \$	No shares that may be subject to conversion	Conv Price
B&B Property Developments <Mad Dog Super Fund A/C>	17 July 2014	11 Dec 2014	53,125.00	1,062,500	\$0.05
Elgar Park Pty Ltd <Algar Park Super Fund A/C>	17 July 2014	11 Dec 2014	106,250.00	2,125,000	\$0.05
Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield <LG Dudfield Pension Fund A/C>	17 July 2014	11 Dec 2014	212,500.00	4,250,000	\$0.05
Frotree Pty Ltd <Fairbrother Super Fund A/C>	17 July 2014	11 Dec 2014	26,562.50	531,250	\$0.05
Marbrijen Pty Ltd	17 July 2014	11 Dec 2014	26,562.50	531,250	\$0.05
Mrs Dianne Joan Shakespeare	17 July 2014	11 Dec 2014	53,125.00	1,062,500	\$0.05
Mr Adam Shakrespeare and Mrs Karishma Shakespeare	17 July 2014	11 Dec 2014	53,125.00	1,062,500	\$0.05
Mr Lindsay George Dudfield & Mrs Yvonne Sheila Dudfield <LG Dudfield Pension Fund A/C>	19 Sep 2014	19 Sep 2015	300,000.00	10,000,000	\$0.03
TOTAL			831,250.00	20,625,000	

Terms of the notes

- a. The conversion price of the notes is stated above ("Conv Price")
- b. The notes carry interest at the rate of 15% pa.
- c. The Ordinary Shares issued upon conversion of the Convertible Security will rank pari passu with existing Ordinary Shares.
- d. The Convertible Notes do not carry any voting rights at meetings of shareholder of the Company, and has no rights of participation in any rights issue undertaken by the Company prior to conversion of the Convertible Security.

Voting Exclusion Statement

The Company will disregard any votes cast on resolution 3 by:

- A person who participated in the issue; and
- Any associates of a person who participated in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

RESOLUTIONS 4.1, 4.2 AND 4.3 : ISSUE OF SHARES TO DIRECTORS**Details of Issues**

There are three separate resolutions seeking shareholder approval to issue fully paid ordinary shares in the capital of the Company for a price of \$0.03 each to the named directors set out in the table below:

Director	Number of fully paid ordinary shares
Peter Delaney	1,000,000
Bruce Andrew	1,000,000
Angus Holt	1,000,000

Reasons for and Benefits of Issue

The directors appreciate the support received by the company in the recent placement announced on 22 September 2014. The placement was made at a price of \$0.03 per share. The directors wish to demonstrate their own support, and endorse their belief in the future of the company, by increasing their shareholdings, but are precluded from doing so without prior shareholder approval. The directors believe there is a greater benefit to the company if it was to be the recipient of the proceeds of a share issue, as opposed to increasing their holdings with on market purchase of securities, where the proceeds simply pass to the vendor with no benefit to the company.

Proposed Date of Issue

The shares will be issued not later than 1 month after the date of this General Meeting.

Shareholder Approval

The Company's approval for the issue of securities is sought in accordance with ASX Listing Rule 10.11, which provides that an entity must not issue equity securities to a related party, such as a director, without the approval of holders of ordinary securities. ASX Listing Rule 10.11 also operates as an exception to ASX Listing Rule 7.1, 'Issues exceeding 15% of capital'. Accordingly, if approval is given by holders of ordinary securities under ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required.

Effect of Shareholder Approval

The resolution, if approved, will allow the Company to rely on ASX Listing Rule 10.11 to issue fully paid ordinary shares to a Director of the Company.

Use of Funds

The funds raised will be used for working capital.

Voting Exclusion Statement

The Company will disregard any votes cast on resolutions 4.1, 4.2 and 4.3 by:

- The named directors; and
- any associates of the named directors.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

RESOLUTION 5: APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- it has a market capitalisation of \$300 million or less; and
- it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will also satisfy both these criteria at the date of the AGM. Accordingly, Resolution 5 seeks approval of ordinary shareholders by special resolution for issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2 at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Statement, which forms part of the Notice of Meeting.

At the date of this Notice, the Company has on issue 185,467,439 shares. If Resolution 5 is approved, the Company will have the capacity to issue:

- 27,820,116 equity securities under ASX Listing Rule 7.1; and
- 18,546,744 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will be able to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. The effect of Resolution 5 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during the 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1. No share issues are contemplated at this time.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information, including risks for shareholders is provided:

The minimum price at which the equity securities could be issued pursuant to Resolution 5 will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:

- a) the date on which the price at which the shares are to be issued is agreed; or
- b) if the shares are not issued within five trading days of the date in paragraph a, the date on which the shares are issued.

If Resolution 5 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this resolution, to the extent that such equity securities are issued, including:

- the market price of equity securities may be lower on the issue date than on the date on which this approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date, or the equity securities may be issued as part consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.

RESOLUTION 5: APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A (CONTINUED)

The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No of Issued Shares ("A")	Dilution			
		50% decrease in Current Market Value	Current Market Price	100% increase in Current Market Value
	Issue price	\$0.0155	\$0.031	\$0.062
Current number of issued shares 185,467,439	Shares Issued	185,467,439	185,467,439	185,467,439
	Funds Raised	\$287,475	\$574,949	\$1,149,898
50% increase to current number of issued shares 278,201,159	Shares Issued	278,201,159	278,201,159	278,201,159
	Funds Raised	\$431,212	\$862,424	\$1,724,847
50% increase to current number of issued share 370,934,878	Shares Issued	370,934,878	370,934,878	370,934,878
	Funds Raised	\$574,949	\$1,149,898	\$2,299,796

RESOLUTION 5: APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A (CONTINUED)

The above table has been prepared on the following assumptions:

- The Company issues the maximum number of shares available under the 10% Placement Facility in ASX Listing Rule 7.1A;
- No convertible notes are converted into ordinary shares before the date of issue of ordinary shares under ASX Listing Rule 7.1A.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting;
- The table only shows the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- The issue of equity securities under the 10% Placement Facility consists only of shares; and
- The issue price is \$0.031, being the closing price of the shares on ASX on Friday 17 October 2014.

If any of the shares being approved by this resolution are issued, they will be issued during the placement period, that is, within the 12 months of the date of the AGM (i.e. by 25 November 2015) and the approval being sought under this resolution will cease to be valid if ordinary shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 25 November 2015.

The Company may seek to issue the equity securities for the following purposes:

- cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
- non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of any equity securities that may be issued (subject to shareholder approval of Resolution 5) have not been determined at the date of this Notice, but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case by case basis, having regard to factors including, but not limited to the following:

- the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing shareholders;
- the effect of the issue of equity securities on the control of the Company and balancing the interests of existing shareholders (allocation will be subject to takeover thresholds);
- the financial situation and solvency of the Company and its need for working capital at any given time; and
- advice from corporate, financial and broking advisors (if applicable).

The company has not previously sought approval for additional share issue capacity under Listing Rule 7.1A.

RESOLUTION 5: APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A (CONTINUED)

Voting Exclusion Statement.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by a person who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed, and any associates of those persons. At this point in time, there are no potential allottees to whom shares may be issued under this resolution. However, the Company need not disregard a vote cast on Resolution 5 if:

- it is cast by a person as 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.

Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates of the Company.

Resolution 5 is a special resolution. For a special resolution to be passed, it requires at least 75% of the votes cast in favour by shareholders entitled to vote on the resolution.

Proxy Form

I/We
 (please print name)

of
 (please print address)

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SRN (Security Reference Number) OR
 HIN (Holder Identification Number)

Number of shares held

Appointment of Proxy

The Chairman of the Meeting
 (mark with an 'X') OR Name & Address
 of Proxy

or, in his/her absence, or if no person is named, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the **Annual General Meeting of Optiscan Imaging Limited to be held at the offices of the company, 15-17 Normanby Road, Notting Hill on Tuesday 25 November 2014 at 3.30pm** and at any adjournment of that meeting.

Directing your Proxy

If you want to direct your proxy how to vote, please indicate with an 'X' how you wish your vote to be cast. If you do not direct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit. The resolutions are numbered as in the notice of meeting.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1. You may direct your proxy by marking the box for Resolution 1.

Voting directions to your proxy – please insert 'X' in the appropriate box to indicate your directions

Ordinary Resolutions	For	Against	Abstain
1. To adopt remuneration report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr Peter Delaney as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify prior share and note issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 To approve issue of shares to director, Bruce Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 To approve issue of shares to director, Peter Delaney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 To approve issue of shares to director, Angus Holt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of additional 10% share issue capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised Signatures

Individual or Securityholder 1

 Sole Director and
 Sole Company Secretary

Securityholder 2

 Director

Securityholder 3

 Director/Company Secretary

 Contact Name

 Contact Daytime Telephone

____ / ____ / ____
 Date

Other Information

This proxy must be signed by each member (or the member's attorney) to which this proxy relates. Proxies given by a company must be signed either under seal, by attorney or by two 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.

Proxies must be lodged at the registered office of Optiscan Imaging Limited, 15-17 Normanby Road, Notting Hill, 3168 or faxed to the registered office on facsimile number (03) 9562 7742 no later than 7.00pm on Sunday, 23 November 2014 (48 hours prior to meeting).

In accordance with regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted securities at 7pm on Sunday, 23 November 2014 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the General Meeting on 25 November 2014.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member(s) voting rights. Neither proxy is entitled to vote on a show of hands. A proxy need not be a member of the Company.
2. If the form of proxy is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the chairman of the Meeting for full voting rights. The chairman intends to vote any undirected proxies in favour of all resolutions.
3. If a representative of a corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the office of Optiscan Imaging Limited.