

HEALTHZONE LIMITED

ACN 118 715 772

NOTICE OF ANNUAL GENERAL MEETING

9:00 AM
FRIDAY 6 NOVEMBER 2009

BAKER & MCKENZIE
LEVEL 27, 50 BRIDGE STREET, SYDNEY
NEW SOUTH WALES

**Notice of Annual General Meeting
Healthzone Limited
ACN 118 715 772**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the members of Healthzone Limited (the "Company") will be held at offices of Baker & McKenzie, Level 27, 50 Bridge Street, Sydney NSW on Friday 6 November 2009 at 9.00 am.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as ordinary and special business and terms used in this Notice have the meaning given to them in the Explanatory Statement.

1. Financial Report

To receive and consider the financial report of the Company for the year ended 30 June 2009 and reports by directors thereon.

2. Resolutions

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1 – Ratify appointment of Mr Michael Jenkins

"To ratify the appointment of Mr Michael Jenkins as a director of the Company." (Refer Explanatory Statement).

Resolution 2 - Re-election of Mr Peter Roach

"That, Mr Peter Roach shall be the Director elected to retire by rotation in accordance with clause 20 of the Company's Constitution and, being eligible, be re-elected as a Director of the Company." (Refer Explanatory Statement).

Resolution 3 – Ratification of Shares Issue to Jasham Vendors

"To ratify the issue of 2,039,349 fully paid ordinary shares to the vendors of Jasham International Pty Limited, being deferred consideration in accordance with the terms of the share purchase agreement for that business." (Refer Explanatory Statement)

3. Advisory Resolution

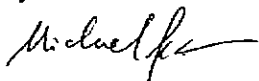
To consider and, if thought fit, pass the following non-binding resolution:

"That the remuneration report for the year ended 30 June 2009 be adopted." (Refer Explanatory Statement).

General

To transact any business which may be lawfully brought forward.

By order of the Board



Michael Jenkins,
Company Secretary,
2 October 2009.

PROXIES

Please note that:

- 1) A shareholder entitled to attend and vote is entitled to appoint up to two proxies. Where two proxies are appointed, each shall be entitled to cast that number of votes (disregarding fractions) which bear the same proportion to the total number of votes which the shareholder could exercise if personally present at the meeting as the number of shares specified in the appointment of such proxy bears to the total number of shares held by the shareholder. A proxy need not be a shareholder. If the proxy is a shareholder, that person is only entitled to one vote on a show of hands. If two proxies are appointed, neither may vote on a show of hands.
- 2) To be effective, the instrument appointing a proxy must be received by the Share Registry not later than 9.00 am on 4 November 2009
- 3) Under section 1109N of the Corporations Act 2001, the Board of Directors of the Company has determined that all persons holding shares at 7.00 pm on 5 November 2009 will be taken to be shareholders for the purposes of this meeting.
- 4) The accompanying explanatory statements form part of this notice of meeting.

VOTING EXCLUSIONS

Resolution 3 – Ratification of Shares Issue to Jasham Vendors

The Company will disregard any votes cast in relation to Resolution 3 by the vendors of Jasham International Pty Limited and any of their associates, except as permitted by the paragraph below headed 'Permitted Exception to Voting Exclusion'.

Permitted Exception to Voting Exclusion

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 directors of the proxy form: or
- it is cast by a 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.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside
Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 9.00Am
WEDNESDAY 4TH NOVEMBER 2009



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 9.00am on Friday 2nd November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001
Australia

BY FAX - +61 2 9290 9655

IN PERSON - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney
NSW 2000 Australia

HEALTHZONE LIMITED

<BARCODE>

- <Address 1>
- <Address 2>
- <Address 3>
- <Address 4>
- <Address 5>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Healthzone Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

OR PROXY 2

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Healthzone Limited to be held at the offices of Baker & McKenzie, Level 27, 50 Bridge Street, Sydney NSW 2000 on Friday the 2nd November 2009 at 9.00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of Item 3, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of that item and votes cast by the Chairman of the Meeting for that item, 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 Chairman of the Meeting will not cast your votes on that item and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of item 3.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business

		For	Against	Abstain*
Resolution 1	Ratify appointment of Mr Michael Jenkins as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter Roach as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of share issue to Jasham Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Advisory Resolution	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>	<input style="width: 250px; height: 40px;" type="text"/>

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / /2009

Healthzone Limited
ACN 118 715 772

Explanatory Statement in relation to Annual General Meeting to be held at Baker & McKenzie, Level 27, 50 Bridge Street, Sydney, NSW 2000 on Friday, 6 November, 2009 at 9.00 am.

Resolution 1– Ratify the appointment of Director

Mr Jenkins was appointed by the Board as a Director. The appointment is to be ratified at this Annual General Meeting. Clause 19 of the Company's Constitution provides that if a Director is appointed by the board, the Director must retire from office at, and will be eligible for re-election at the next Annual General Meeting.

Background details for Michael Jenkins are set out in the Annual Report.

Resolution 2 - Re-election of Director

Clause 20 of the Company's Constitution provides that at the annual general meeting of the Company, at least one director must retire from office. A retiring Director is eligible for re-election.

Mr Peter Roach retires by rotation in accordance with clause 20 of the Company's Constitution and offers himself for re-election.

Background details for Peter Roach are set out in the Annual Report.

Resolution 3 – Ratification of Shares Issue to Jasham Vendors

On 8 September 2009 the Company issued 2,039,349 fully paid ordinary shares at 29.4 cents per share to the vendors of Jasham International Pty Limited (**Jasham**) which rank pari passu with ordinary shares as payment of deferred consideration for the acquisition of Jasham in accordance to their then ownership of Jasham. No funds were raised.

Shareholder ratification is required in relation to the issue of these shares, pursuant to Listing Rule 7.5 of the Listing Rules of the ASX (**Listing Rules**)

Information about the Jasham business can be viewed in the Company's previous announcements.

Advisory resolution – Remuneration Report

The remuneration report for the year ended 30 June 2009 appears in the Company's Annual Report. An electronic copy of the 2009 Annual Report can be obtained from the website address: www.healthzone.com.au.

The remuneration report sets out the policy for the remuneration of the Directors and key management personnel (as defined in the relevant accounting standard) of the Company and the consolidated entity.

The Corporations Act 2001 requires that a resolution be put to a vote of members that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.