



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 Monday, 21 November, 2011 at 3.30pm.**

Business

Accounts

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2011.

Resolutions

1. Remuneration Report

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

'That the Remuneration Report included in the Annual Report for the year ended 30 June 2011 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.'

Entitlement to Vote

In accordance with regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted securities at 7pm on Saturday, 19 November 2011 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 21 November 2011.

Proxies

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.
2. A proxy need not be a member of the Company.
3. 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.
4. 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 Monday 14 November 2011. 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 2011 Annual Report for Optiscan Imaging Limited is available on the Company's website at **www.optiscan.com**

Dated 19 October, 2011

By Order of the Board



Bruce R. Andrew
Company Secretary

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING 2011

PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 19 October, 2011) 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 21 November 2011 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 2011 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.

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.

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 Monday 21 November 2011 at 3.30pm** and at any adjournment of that meeting.

Appointing a second proxy

Mark this box with an 'X' if you wish to appoint a second proxy AND State % voting rights or number of securities

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.

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"/>

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 Saturday, 19 November 2011 (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 Saturday, 19 November 2011 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 21 November 2011.

Notes:

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