

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 on Monday, 24 November, 2008 at 2.00pm.**

Business

Accounts

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2008.

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 2008 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 Grant Latta

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

'That Grant Latta, 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. Re-election of Tony Rogers

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

'That Tony Rogers, 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.'

4. Election of James Fox

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

‘That James Fox, a director appointed on 1 July 2008, retiring at this meeting in accordance with the Company's constitution, being eligible and having signified his candidature for the office, be 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, 22 November 2008 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 24 November 2008.

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 17 November 2008. 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 2008 Annual Report for Optiscan Imaging Limited is available on the Company's website at **www.optiscan.com**

Dated 23 October, 2008

By Order of the Board

Bruce R. Andrew
Company Secretary

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING 2008

PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 23 October 2008) 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 24 November 2008 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 2008 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: RE-ELECTION OF MR GRANT LATTA AS A DIRECTOR – CANDIDATE PROFILE

Grant Latta is Executive Chairman of GCMCorp Pty Ltd, Director of Ricegrowers Limited, Biota Holdings Limited and Venture Capital Partners Trustee Board. In 1998, Mr Latta was appointed to the Federal Court as a Member of the Australian Competition Tribunal.

From 1985 -1991, Mr Latta was employed by Pacific Dunlop Limited as Managing Director of their Industrial Foam & Fibre Group and from 1991 – 1995 as Managing Director of their Food Operations. He was Chief Executive of the Camerlin Consortium from 1995 – 1998, Deputy Chairman of the Export Finance & Insurance Corporation (EFIC) 1995 – 2002, Director of Austrade 1994 – 2000, Past President of the Australian Chamber of Manufactures 1994 – 1996, Chairman of the Grains Research and Development Corporation (GRDC) from 1999 – 2002, Deputy Chairman of the National Dryland Salinity Program from 1999 – 2002 and Deputy Chairman of Food Science Australia 1996 – 2004.

Mr Latta was appointed a Non-executive Director and Chairman of Optiscan in August, 2002. He is Chairman of the Remuneration Committee and the Nomination Committee.

RESOLUTION 3: RE-ELECTION OF MR TONY ROGERS AS A DIRECTOR – CANDIDATE PROFILE

Tony Rogers is a director of Australian Securities Limited and Monash University Commercialisation and Intellectual Property Committee.

From 1963 to 1993, Mr Rogers was employed by I.C.I. Australia Limited holding a variety of management roles. In 1987, he was appointed General Manager, Industrial Chemicals Group; in 1989 he became General Manager of Plastics Group, and in 1991, General Manager, Chemicals & Plastics Group. During this period he also served as a director of I.C.I. Finance, Vinidex/Tubemakers, I.A.C.C. Thailand and was National President of the Plastics Institute of Australia for four years. He also served on the Federal Government's Waterfront Commission.

From 1993 to 1997, Mr Rogers was CEO of Smorgon ARC and served on the Smorgon Steel board and Smorgon Group Operations Executive.

Mr Rogers was appointed a Non-executive director of Optiscan in August 2002, and is Chairman of the Audit Committee.

RESOLUTION 4: ELECTION OF MR JAMES FOX AS A DIRECTOR – CANDIDATE PROFILE

Dr Fox has more than 25 years experience as a public company director across a range of internationally based businesses. His particular track record is in the building of innovative, technology based companies in competitive international markets. After eight years working around the world with a large international management consulting company, he started his own technology based product and service company in 1987. Following the merger of Dr Fox's company with the then listed Vision Systems Limited in 1993, he took over as the CEO of the combined group. In December 2006, Dr Fox retired as the CEO of Vision Systems Limited following a heavily competed takeover of the company by a large USA based corporate which resulted in significant returns (close to \$1 billion) to shareholders. Dr Fox is also a director of Air New Zealand Limited, Futuris Limited and TTP Group (UK).

Dr Fox was appointed a Non-executive director of Optiscan on 1 July, 2008.

Proxy Form

I/We
(please print name)

of
(please print address)

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 registered office on Monday 24 November 2008 at 2.00pm** 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)	☐	☐	☐
2. To re-elect Mr Grant Latta as a director	☐	☐	☐
3. To re-elect Mr Tony Rogers as a director	☐	☐	☐
4. To elect Mr James Fox as a director	☐	☐	☐

Authorised Signatures

Individual or Securityholder 1 Sole Director and Sole Company Secretary	Securityholder 2 Director	Securityholder 3 Director/Company Secretary
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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, 22 November 2008 (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, 22 November 2008 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 24 November 2008.

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.
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