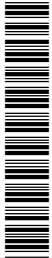


Seeing Machines Limited

ABN 34 093 877 331

Notice of General Meeting



Notice is hereby given that the Annual General Meeting of the shareholders of Seeing Machines Limited (“the Company”) will be held at Seeing Machines Limited, Innovations Building, Cnr Eggleston & Garran Rds ACTON ACT 2601, on **Thursday 29th November 2007**, at **5pm (Australian Eastern Daylight Saving Time)** to conduct the following business-

Agenda

Ordinary Business

Item 1. Financial Reports

To receive and consider the financial report of the Company and the reports of the directors and auditors for the year ended 30 June 2007.

Item 2. Re-election of Mr David John Gaul as a director

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

“That Mr David John Gaul who having retired from his office as a director of the Company by rotation in accordance with Rule 6.4 of the Company’s constitution, and being eligible, having offered himself for re-election, be re-elected as a director of the Company.”

Item 3. Re-election of Mr James Fulton Muir as a director

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

“That Mr James Fulton Muir who having retired from his office as a director of the Company by rotation in accordance with Rule 6.4 of the Company’s constitution, and being eligible, having offered himself for re-election, be re-elected as a director of the Company.”

Any other business

To consider any other business that may be brought before the meeting in accordance with the *Corporations Act 2001* or the Company’s constitution.

Explanatory Notes

Item 1. Financial Reports

The financial report, directors' report and auditor's' report of the company for the year ended 30 June 2007 are contained in the Annual Report. These reports were lodged with the Australian Securities & Investments Commission in accordance with statutory requirements. The reports will be tabled at the Annual General Meeting to be received and considered by the Shareholders.

Item 2. Re-election of Mr David John Gaul as a director

Rule 6.4 of the Company's constitution requires that one-third, or the number closest to one-third of the directors of the Company, being the longest serving directors, retire from office at every Annual General Meeting but are eligible for re-election at the meeting. Mr David John Gaul has been a director of the Company since 2004 and as he is one of the longest serving directors, he is required to retire. Mr Gaul is offering himself for re-election.


Mr Gaul, aged 61, is co-founder, non-executive director and past President of CEA Technologies, a highly successful technology company that designs and develops radar and communications technology. David was the Australian Technology Entrepreneur of the Year in 2003 and has over 20 years experience in high-tech commercialisation. David is a founding fellow of the Australian Institute of Company Directors.

Item 3. Re-election of Mr James Fulton Muir as a director

Rule 6.4 of the Company's constitution requires that one-third, or the number closest to one-third of the directors of the Company, being the longest serving directors, retire from office at every Annual General Meeting but are eligible for re-election at the meeting. Mr James Fulton Muir has been a director of the Company since 2000 and is currently Chairman as he is one of the longest serving directors, he is required to retire. Mr Muir is offering himself for re-election.

Mr Muir, aged 77, has had a distinguished career in banking, government and international relations. He has held senior positions in major Australian banks, including Westpac and St George. He has been the New South Wales State Government Commissioner for North America, and also economic adviser to the Chief Minister of Australian Capital Territory Government. He is a Director of several companies and Chair of ANU Enterprise and until recently held several roles with the Australian National University, including Member of the University Council and Chair of Finance Committee. Fulton was appointed an Officer of the Order of Australia (AO) for Services to Commerce and the Community in 1992.

By Order of the Board



Belinda Burgess
Company Secretary

October 26, 2007

Voting Notes

Persons Entitled to Vote

The directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the share register of the Company at 7:00pm on Tuesday 27 November 2007. Accordingly, transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Proxies

A Proxy Form accompanies this Notice of Meeting. A shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company.

To appoint a proxy, shareholders should complete the Proxy Form distributed with this Notice of Meeting. The Proxy Form must be signed by the shareholder or an attorney duly authorised in writing. For the appointment of a proxy to be effective, the Proxy Form, and, if applicable, the power of attorney or other authority (or a certified copy of the relevant document) under which the Proxy Form is signed, must be deposited at the Company's Registered Office, Innovations Building, Cnr Eggleston & Garran Rds ACTON ACT 2601, or by facsimile to the Company on (02) 6125 6504, or by email to the Company Secretary at belinda.burgess@seeingmachines.com by 5:00 pm on Tuesday, 27 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

In appointing a proxy, shareholders, should consider how they wish to direct the proxy to vote. A shareholder can direct a proxy to vote "for" or "against", or abstain from voting, on the proposed resolution, or can leave the decision to the appointed proxy after discussion at the meeting.

If a shareholder is entitled to two or more votes, he/she may appoint two proxies and may specify on the Proxy Form the proportion or number of votes each proxy is appointed to exercise. If no proportion is specified, each proxy may exercise half of the shareholder's votes.

If the Chairman of the meeting is appointed, or appointed by default, as the proxy of a shareholder, and that shareholder has not directed the proxy how to vote on his/her proxy Form, that Shareholder acknowledges that the Chairman of the meeting may exercise that proxy, even if he has an interest in the outcome of a particular item of business, and that the votes cast by him other than as proxy would be disregarded because of that interest.

The Chairman of the meeting intends to vote all undirected proxies in favour of the resolution.

If a person has been appointed by a proxy under 2 or more instruments that specify different ways to vote on the resolution, the person may not vote as a proxy on a show of hands. In the case of joint holders, the vote of the holder whose name appears first in the register, whether tendered by proxy, representative or attorney may be accepted to the exclusion of the votes of the other joint holders.