

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 27th November 2008**, at **5:30pm (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 2008.

Item 2. Re-election of Dr Alexander Zelinsky as a director

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

"That Dr Alexander Zelinsky 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 Dr Nicholas Cerneaz as a director

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

"That Dr Nicholas Cerneaz 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 2008 are contained in the Annual Report. These reports were lodged with the Australian Securities & Investments Commission in accordance with statutory requirements on 28 September 2008. The reports will be tabled at the Annual General Meeting to be received and considered by the Shareholders.

Item 2. Re-election of Dr Alexander Zelinsky 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. Dr Alexander Zelinsky has been a director of the Company since 2000 and as he is one of the longest serving directors, he is required to retire. Dr Zelinsky is offering himself for re-election.

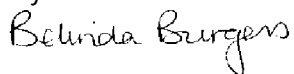
Dr Zelinsky aged 48, is currently Group Executive, Information and Communications Sciences and Technology, and Director, CSIRO Information Communication Technology (ICT) Centre. Alex is a cofounder and the original CEO of Seeing Machines. Alex was also Professor and Head of Department of Information Engineering at the Australian National University. Alex is extensively published and is internationally recognised as a leader in the fields of robotics and computer vision. He has worked in the computer industry and has had extensive international experience as a project leader developing cutting edge technology. Alex has received numerous international awards and recognition for his work. In May 2005 Alex received the prestigious Australian Academy of Technological Sciences and Engineering Clunies-Ross Award for successful innovation involving the application of science and technology for the benefit of Australia.

Item 3. Re-election of Dr Nicholas Cerneaz 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. Dr Cerneaz has been a director of the Company since 2005 and as he is one of the longest serving directors, he is required to retire. Dr Cerneaz is offering himself for re-election.

Dr Cerneaz aged 41, is currently the CEO of Seeing Machines. Nick joined Seeing Machines in 2005 to take responsibility for the commercialisation of the company's glaucoma diagnostic technology. Nick brings to Seeing Machines significant industry experience developing and commercializing medical software and devices. Prior to this Nick was the Chief Operations Officer at CTI Mirada Solutions and formerly Vice President of Engineering at Mirada Solutions Limited an Oxford UK based medical software company spun out from Oxford University in 1997. Nick was instrumental in building Mirada from its start-up origins through to a trade sale to CTI Molecular Imaging, which was itself acquired by Siemens Medical Systems, Inc in 2005.

By Order of the Board



Belinda Burgess
Company Secretary

October 24, 2008

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 25 November 2008. 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 share registry of the Company, Computershare Investor Services Pty. Limited located at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria 3067 or posted to Computershare Investor Services Pty. Ltd. GPO Box 242, Melbourne, Victoria 3001, or by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by 5:30 pm on Tuesday, 25 November 2008. 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.