

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, Level 1, 11 Lonsdale St Braddon ACT 2612, on **Thursday 26th November 2009, 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 2009.

Item 2. Re-election of Dr Trent William Victor as a director

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

"That Dr Trent William Victor 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 Robert Charles Sale as a director

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

"That Mr Robert Charles Sale 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 4. Issue of Shares

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

"That, for the purposes of rule 2.1(b) of the constitution of the Company and all other purposes, the members of the Company approve a proposed issue of up to 93,649,478 such number of fully paid ordinary shares in the capital of the Company as does not exceed an additional 30% of the current issued share capital of the Company, such issue to occur at any time prior to 30 June 2010 and at a price and otherwise on terms determined by the Board of Directors, notwithstanding that the proposed issue may result in the Company issuing new shares equivalent to more than 15% of the issued capital 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 2009 are contained in the Annual Report. These reports were lodged with the Australian Securities & Investments Commission in accordance with statutory requirements on 9 October 2009. The reports will be tabled at the Annual General Meeting to be received and considered by the Shareholders.

Item 2. Re-election of Dr Trent William Victor 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 Trent William Victor has been a director of the Company since 2003 and as he is one of the longest serving directors, he is required to retire. Mr Victor is offering himself for re-election.

Dr Victor, aged 41, is Product Area Manager for Driver Environment at Volvo Technology. Volvo Technology is a research and innovation company in the Volvo Group where new technologies, products and businesses are developed. Trent is responsible for co-ordination of research, innovation and product integration in the driver's environment. He also has specific expertise in driver awareness products, such as drowsiness alert, distraction alert, interaction support (workload management), attention-sensitive driving support, impairment detection and distraction evaluation tools. Trent has been the key person behind Volvo's involvement in Seeing Machines, ever since Volvo's first research contract with the Australian National University in the 1990s.

Item 3. Re-election of Mr Robert Charles Sale as a director

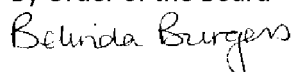
Rule 6.4 of the Company's constitution requires that one-third, or the number closest to one-third of the directors of the Company, being the longest serving directors, retire from office at every Annual General Meeting but are eligible for re-election at the meeting. Mr Sale has two periods of service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

Mr Sale, aged 42, is the Managing Director of Diversionsary Therapy Technologies Pty Ltd, a medical devices company. Rob has a long track record of success in establishing and developing technology start-ups. He grew Abacus Data Systems, an Australian IT services and software development company from 20 to over 100 staff and contractors, ultimately negotiating the sale of the business in 1999. Rob is a member of the CSIRO Sector Advisory Committee on Information Technology, Communications and Services and sits on one of CSIRO's technology company boards. CSIRO is one of Australia's largest and most diverse scientific and research organisations.

Item 4 Issue of Shares

Rule 2.1 (b) of the Constitution of the Company requires that shareholder approval be obtained for the issue of shares by the directors in excess of 15% of the total number of shares on issue in a 12 month period. Any fundraising conducted prior to the end of the 2010 financial year may require the issue of shares, in conjunction with any shares issued in the prior 12 months, in excess of the 15% provided for in the constitution and thus the directors are seeking the shareholders approval for the issue of shares in excess of 15% but not more than 30% of the current shares on issue if so required.

By Order of the Board



Belinda Burgess
Company Secretary

October 23, 2009

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 24 November 2009. 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. Limited 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 5:30pm on Tuesday 24 November 2009.

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.