

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 Clifton Suites on Northbourne, 100 Northbourne Ave , Canberra ACT 2601, on **Wednesday 14th of December 2011 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 2011.

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 Trent Victor as a director

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

"That Dr Trent 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."

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 2011 are contained in the Annual Report 2010-2011. These reports were lodged with the Australian Securities & Investments Commission in accordance with statutory requirements on 31 October 2011. 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, a director since 2000 is the longest serving director of Seeing Machines. Dr Zelinsky is offering himself for re-election.

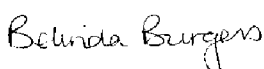
Dr Zelinsky aged 51 is currently Group Executive, Information Sciences at CSIRO. Alex is a co-founder of Seeing Machines and was the company's first CEO. Alex was also Professor and Head of Department of Information Engineering at the Australian National University. Alex is extensively published and 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 Trent 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 Victor aged 43 is Senior Researcher 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 development in Safety Analysis and Human Factors. He 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.

By Order of the Board



Belinda Burgess
Company Secretary
November 10, 2011



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 Monday 12 December 2011. 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 Monday 12 December 2011.

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.