

Seeing Machines Limited

("Seeing Machines" or the "Company")

Result of General Meeting**Total Voting Rights****Notification and Public Disclosure of Transactions by Persons Discharging Managerial Responsibilities**

12 January 2017

Seeing Machines Limited (AIM: SEE), the AIM listed technology company with a focus on operator monitoring and intervention sensing technologies and services, is pleased to announce that, at its General Meeting held earlier today, the resolutions set out in the Notice of General Meeting sent to Shareholders on 16 December 2016, were duly passed.

Accordingly, it is expected that admission of the 329,611,500 Placing Shares and 45,388,500 Subscription Shares to trading on AIM will become effective at 8.00 a.m. 16 January 2017 ("Admission").

Following Admission, the Company will have 1,450,759,779 Ordinary Shares in issue. There are no shares held in treasury. The total voting rights will therefore be 1,450,759,779 and Shareholders may use this figure as the denominator for calculations by which they will determine whether they are required to notify their interest, or a change to their interest, in the ordinary share capital of the Company.

As announced on 19 December 2016, the Australian Offer and the Overseas Offer will close at 11.00 a.m. (AEDT) and 11.00 a.m. (GMT), respectively, on 19 January 2017. The results of the Offers will be announced shortly thereafter and admission of the ordinary shares to trading on AIM is expected to occur on 25 January 2017.

The notification below, made in accordance with the requirements of the EU Market Abuse Regulation, provide further detail of the number of Ordinary Shares purchased under the Subscription, for the beneficial interests of PDMR Ken Kroeger:

1.	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	Ken Kroeger
2.	Reason for the notification	
a)	Position/status:	Chief Executive Officer
b)	Initial notification/Amendment:	Initial notification

3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor							
a)	Name:	Seeing Machines Limited						
b)	LEI:	n/a						
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted							
a)	Description of the financial instrument, type of instrument: Identification code:	Ordinary Shares of nil consideration AU0000XINAJ0						
b)	Nature of the transaction:	Subscription for shares						
c)	Price(s) and volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>4 pence</td> <td>388,500</td> </tr> </tbody> </table>	Price(s)	Volume(s)	4 pence	388,500		
Price(s)	Volume(s)							
4 pence	388,500							
d)	Aggregated information: <ul style="list-style-type: none"> Aggregated volume: Price: 	Single transaction as in 4 c) above <table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>4 pence</td> <td>388,500</td> <td>£15,540</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Total	4 pence	388,500	£15,540
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4 pence	388,500	£15,540						
e)	Date of the transaction:	16/01/2017						
f)	Place of the transaction:	London Stock Exchange, AIM Market (XLON)						

Terms defined in the announcement published by the Company on 13 December 2016 shall have the same meaning in this announcement unless the context requires otherwise.

Enquiries:

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About Seeing Machines

[Seeing Machines](#), (AIM: SEE) is focused on operator monitoring and intervention sensing technologies and services. With more than 15 years of experience, Seeing Machines uses advanced detection and prevention safety assistance technologies to track eye and facial movement in order to monitor fatigue, drowsiness and distraction events, such as microsleeps, texting and cell phone use as they occur, while providing for a real-time intervention strategy, which improves operator, driver and environmental safety, preserves assets, and reduces risk. Seeing Machines' technology is used worldwide across the automotive, mining, transport and aviation industries; as well as many of the leading academic research groups and transportation authorities. Seeing Machines is headquartered in Australia and has offices in Tucson, Arizona and Mountain View, California. The Company counts Caterpillar, Electro Motive Diesel, Progress Rail, Boeing, Takata, SEMCo, and Eye Tracking Inc among its partners.