

Visioneering Technologies, Inc.
ARBN 616 156 248

Registered office and headquarters:
10745 Westside Way, Suite 200, Alpharetta, Georgia 30009, United States

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that an annual meeting of stockholders (**Annual Meeting**) of Visioneering Technologies, Inc. (**Company**) (**ASX:VTI**) will be held at Johnson Winter & Slattery's Sydney office, Level 25, 20 Bond Street, Sydney, New South Wales, Australia on Friday, 20 April 2018 at 10.00am, Australian Eastern Standard Time (on Thursday, 19 April 2018, at 8.00 pm US Eastern Daylight Time).

Items of Business

1 Election of Class I Director - Ms Jean Franchi

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

"That Ms Jean Franchi being a Director who was appointed by the Directors on 19 December 2017 and whose appointment as a Director expires at the conclusion of the Annual Meeting of the Company and, being eligible, offers herself for election, be elected as a Class I Director of the Company."

2 Election of Class I Director – Mr Tom Dooley

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

"That Mr Tom Dooley being a Director who was appointed by the Directors on 1 May 2017 and whose appointment as a Director expires at the conclusion of the Annual Meeting of the Company and, being eligible, offers himself for election, be elected as a Class I Director of the Company."

3 Grant of Options to Dr Stephen Snowdy, Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares to the Chief Executive Officer of the Company, Dr Stephen Snowdy, under the 2017 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum."

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

4 Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a separate special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed

in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares of Class A common stock of the Company (**Shares**) held in street name at 7.00pm Australian Eastern Daylight Time on Monday, 28 March 2018 (i.e. 4.00am US Eastern Daylight Time on Monday, 28 March 2018) (the **Record Date**).

Voting by Proxy

Whether or not you plan to attend the meeting in person, you are urged to vote or submit your proxy card or CDI Voting Instruction Form as soon as possible so that your Shares can be voted at the meeting in accordance with your instructions.

Whether or not you plan to attend the meeting, you are entitled to vote only if you were a stockholder of the Company on the Record Date. This means that owners of Shares as of that date are entitled to vote at the meeting and any adjournments or postponements of the meeting. Record holders of CDIs as of close of business on the Record Date are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depository, CHESS Depository Nominees Pty Ltd, (**CDN**), to vote the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at www.investorvote.com.au. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written instructions.

Dated 28 March 2018

By order of the Board:

A handwritten signature in black ink, appearing to be 'L. Ralph', written in a cursive style.

Leanne Ralph
Secretary

Status of CDIs

The CDIs are traded on ASX in reliance on the safe harbor provisions of Regulation S under the US Securities Act of 1933, as amended, and in accordance with the procedures established pursuant to the provisions of the no-action letter dated 7 January 2000 given to ASX by the staff of the US Securities and Exchange Commission. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in security holder communications such as this Notice of Meeting.

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON FRIDAY, 20 APRIL 2018 AT 10.00AM AUSTRALIAN EASTERN STANDARD TIME

(8.00 PM ON THURSDAY, 19 APRIL 2018, US EASTERN DAYLIGHT TIME)

The board of directors of Visioneering Technologies, Inc. (**Company**) is soliciting proxies for use at the annual meeting of stockholders to be held at Johnson Winter & Slattery's Sydney office, Level 25, 20 Bond Street, Sydney, New South Wales, Australia at 10am on 20 April 2018 Australian Eastern Standard Time (19 April 2018 at 8.00pm, US Eastern Daylight Time) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement and accompanying Notice of Meeting (**Notice of Meeting**) to our stockholders on or about Tuesday, 27 March 2018.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the purpose of the meeting?

At the meeting, stockholders are invited to act upon the matters outlined in the Notice of Meeting being:

- Item 1: Election of Class I Director - Ms Jean Franchi
- Item 2: Election of Class I Director – Mr Tom Dooley
- Item 3: Grant of Options to Dr Stephen Snowdy, Chief Executive Officer of the Company
- Item 4: Approval of 10% Placement Facility

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7.00pm Australian Eastern Daylight Time on Monday, 28 March 2018 (i.e. 4.00 am US Eastern Daylight Time on Monday, 28 March 2018) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHES Depositary Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.investorvote.com.au.

As of the Record Date, there were 197,058,646 CDIs (assuming all issued Shares are held as CDIs) (each representing one share of Class A common stock of the Company (**Share**)), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions described more fully in the Explanatory Memorandum. Each CDI represents an interest in one Share. As of the Record Date, there were 189,222,986 CDIs quoted on the Australian Securities Exchange (**ASX**) (assuming all issued Shares are held as CDIs, but excluding CDIs and Shares which are subject to ASX restrictions).

Stockholders who vote for or against resolutions, or who abstain, will be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any investors be excluded from voting on any of the proposals at the meeting?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of certain resolutions by certain stockholders and associates of those stockholders. Please refer to the Explanatory Memorandum for further detail in relation to the nature of the exclusions and the stockholder who are excluded from voting on an item of business at the meeting.

What are my voting rights?

Holders of Shares are entitled to one vote for each Share held as at the Record Date. Holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date.

Therefore, as of the Record Date, a total of 197,058,646 votes are entitled to be cast at the meeting.

How many Shares must be present to hold the meeting?

In accordance with section 8 of the Company's amended and restated bylaws, the presence in person, by remote communication or by proxy, of the holders of a majority of the outstanding Shares entitled to vote at the meeting, as of the Record Date, must be present in person or by proxy at the meeting in order to hold the meeting and conduct business.

This is called a quorum.

What is a proxy?

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your "proxy vote".

What is the difference between a stockholder of record and a "street name" holder?

If you own Shares registered directly in your name with our US transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those Shares. As a stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in "street name" and this notice should be forwarded to you by that organisation. Street name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described below under "How do I vote my Shares of Visioneering Technologies, Inc.?". Since a street name holder is not the stockholder of record, you may not vote your Shares in person at the meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the meeting and may direct CDN to vote at the meeting by using the method described below under "How do I vote if I hold CDIs?"

How do I vote my Shares of Visioneering Technologies, Inc.?

If you are a stockholder of record, there are three ways to vote:

- over the internet by following instructions below; or
- by completing, signing, dating and returning the enclosed proxy card; or
- in person at the meeting.

Valid proxies must be received by Computershare no later than 10.00am Australian Eastern Standard Time on Wednesday, 18 April 2018 (8.00pm US Eastern Daylight Time on Tuesday, 17 April 2018).

To vote by the internet, you will need to use a control number that was provided to you in the materials with this Notice of Meeting and follow the additional steps when prompted. The steps have been

designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly. Internet votes must be received no later than 10.00am Australian Eastern Standard Time on Wednesday, 18 April 2018 (8.00pm US Eastern Daylight Time on Tuesday, 17 April 2018).

If you hold your Shares in street name, you must vote your Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your Shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the meeting.

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the meeting and any adjournment or postponement of the meeting and may instruct the Company’s CDI depositary, CDN, to vote the Shares underlying their CDIs in a particular manner by returning the enclosed CDI Voting Instruction Form to Computershare, or by voting online at www.investorvote.com.au. Valid voting instructions must be received by Computershare no later than 10.00am Australian Eastern Standard Time on Tuesday, 17 April 2018 2018 (i.e. 8.00pm US Eastern Daylight Time on Monday, 16 April 2018). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of attending and voting at the meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

How can I attend the meeting?

All of our stockholders and CDI holders are invited to attend the meeting. You may be asked to present valid photo identification, such as a driver’s license or passport, before being admitted to the meeting. If you hold your Shares in street name or are a CDI holder, you also may be asked to present proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

Can I vote my Shares in person at the meeting?

If you are a stockholder of record, you may vote your Shares in person at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you submit your proxy as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the meeting, the vote you submit at the meeting will override your proxy vote.

If you are a street name holder, you may vote your Shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

Please refer to “How do I vote if I hold CDIs?” if you are a CDI holder.

What is the voting requirement to approve each of the proposals included in the notice of meeting?

Items 1 — Election of Class I Director - Ms Jean Franchi; and

Item 2 — Election of Class I Director – Mr Tom Dooley

You may vote “FOR” or “ABSTAIN” on each of Items 1 and 2.

The vote required to approve the proposal is a “FOR” vote of the holders of a plurality of the voting power of the Shares that are present in person or represented by proxy at the meeting and entitled to vote on such proposal.

Abstentions will have the effect of a vote “AGAINST” these proposals.

ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against a resolution to elect a director in its Notice of Direction form. The terms of the waiver are that: (i) the Company complies with the relevant US laws as to the content of proxy forms applicable to resolutions for the election of directors; (ii) any notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case; and (iii) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and (iv) the waiver from listing rule 14.2.1.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 3 — Grant of Options to Dr Stephen Snowdy

You may vote “FOR” “AGAINST” or “ABSTAIN” on Item 3.

Subject to the voting exclusion statement for Item 3, the vote required to approve the proposal is the affirmative vote of the holders of a majority of the voting power of the Shares that are present in person or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 4 – Approval of 10% Placement Facility

You may vote “FOR” “AGAINST” or “ABSTAIN” on Item 4.

Subject to the voting exclusion statement for Item 4, the vote required to approve the proposal is the affirmative vote of the holders of a majority of the voting power of the Shares that are present in person or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Can I change my vote or revoke my proxy?

Yes. If you are a stockholder of record, you may change your vote or revoke your proxy by:

- by voting (or voting again) online, by no later than 10.00am Australian Eastern Standard Time on Wednesday, 18 April 2018 (8.00pm US Eastern Daylight Time on Tuesday, 17 April 2018);
- by submitting a later-dated proxy card to the Secretary of the Company at c/- Boardroom Limited, Level 12, 225 George Street, Sydney, NSW 2000, Australia, which must be received by the Company before the time of the meeting;
- by sending a written notice of the revocation of your proxy to the Secretary of the Company c/- Boardroom Limited, Level 12, 225 George Street, Sydney, NSW 2000, Australia, which must be received by the Company before the time of the meeting; or
- by voting in person at the meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Computershare, no later than 10.00am Australian Eastern Standard Time on Tuesday, 17 April 2018 (8.00pm US Eastern Daylight Time on Monday, 16 April 2018), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

EXPLANATORY MEMORANDUM

Items 1 and 2 – Election of Class I Directors - Ms Jean Franchi and Mr Tom Dooley

The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board shall be divided into three classes, each class being as equal in number as reasonably possible; designated: Class I, Class II and Class III.

The board of directors (the **Board**) propose that Ms Jean Franchi and Mr Tom Dooley, both current Class I directors, whose term expires at the Annual meeting, be re-elected by stockholders at the Annual Meeting as Class I directors.

If elected, the term of office of the Class I directors will next expire at the annual meeting of stockholders to be held in 2021.

(a) Ms Jean Franchi

Ms Jean Franchi was appointed as a non-executive director of the Company on 19 December 2017 and is the chair of the Audit and Risk Committee. Ms Franchi is considered to be an independent director.

Ms Franchi is a highly regarded business leader with over 20 years of experience in building and leading senior corporate and divisional financial teams from the research and development stage through product launch and commercial operations. Her experience spans both the public and private pharmaceutical, biotech, and diagnostics sectors. Ms Franchi is currently the Chief Financial Officer of Merrimack Pharmaceuticals, Inc. (MACK), a NASDAQ listed biotechnology company specialising in oncology.

Ms Franchi also serves on the board of directors of Biophytis (ALBPS), a biotechnology company listed on Euronext Growth Paris.

Ms Franchi has made a significant contribution to both the Audit and Risk Committee and Board in the time she has joined the Company as a director.

Ms Franchi holds a Bachelor of Business Administration from Hofstra University, in New York.

Directors' recommendation

The directors unanimously (other than Ms Jean Franchi) supports the election of Ms Jean Franchi and recommends that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

(b) Mr Tom Dooley

Mr Tom Dooley was appointed as a non-executive director of the Company on 1 May 2017. Mr Dooley is considered to be an independent director.

Mr Dooley served as President of Alcon Japan LTD, where he was responsible for 1,300 employees and over US\$1 billion in annual sales of Alcon Laboratories' products, including contact lens care products. Prior to moving to Japan, he served as Alcon's Country Manager in Australia and New Zealand.

Mr Dooley has brought significant global executive-level experience and industry knowledge to the Board, acquired through his 27 years of senior business leadership roles in healthcare and ophthalmology.

Mr Dooley holds a Bachelor of Science in Agricultural Economics from Purdue University.

Directors' recommendation

The directors unanimously (other than Mr Tom Dooley) supports the election of Mr Tom Dooley and recommends that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 3 – Grant of Stock Options to Dr Stephen Snowdy, Chief Executive Officer of the Company

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of options to purchase Shares (**Options**) to Dr Stephen Snowdy, the Chief Executive Officer and an executive director of the Company, under the Company's 2017 Equity Incentive Plan (**Plan**).

The proposed grant of Options to Dr Snowdy is in recognition of his achievement against certain Key Performance Indicators (**KPIs**) set by the Board for the 2017 financial year.

How many Options are proposed to be issued to Dr Snowdy and how was that number determined?

The Nomination and Remuneration Committee and Board determined that Dr Stephen Snowdy may earn up to 30% of his Annual Base Salary in 2017 in Options (subject to stockholder approval). This amount is pro-rated based on a performance period of 9 months (ie. the last 9 months of the 2017 financial year) (75%) and Dr Snowdy's achievement against a set of Key Performance Indicators (**KPIs**) (45%).

Annual Base Salary	Bonus %	Portion of year to which bonus applicable	Potential Bonus	Total % of KPIs achieved	Value Achieved	Number of Options
US\$360,000	30%	75%	US\$81,000	45%	US\$36,450	Subject to the Maximum Number (defined below), the number of Options will be determined by dividing Value Achieved by the option exercise price.

The maximum number of Options which may be issued to Dr Snowdy will not exceed 135,198 (**Maximum Number**).

What were the KPIs for Dr Snowdy's Option grant?

The Board set four KPIs for Dr Snowdy for the 2017 financial year which are outlined below. Each of the KPIs were weighted equally. The Board determined that Dr Snowdy achieved 45% of his KPIs.

2017 Key Performance Indicators	Rating	% Achieved
KPI 1 -Publication of Peer-Reviewed MPC Data	Fully Met	25
KPI 2 -Achieve a "CE Mark"	Partially Met	20
KPI 3 -Toric Lens Launch	Not Met	0
KPI 4 -Plus Vision Launch	Not Met	0
TOTAL		45%

What are the issue and exercise prices of the Options?

The Options will be issued for nil consideration.

The exercise price of the Options will be equal to the 10-trading day volume weight average price of the Company's CDIs on ASX beginning on the third trading day after the date that the Company's 2017 annual report is released, as converted to US dollars. Upon exercise, each Option will entitle Dr Snowdy to one Share.

What are the vesting conditions attached to the Options?

The Options vest over a 4 year period from the date of grant, with 25% of the Options vesting after 12 months and the remainder of the Options vesting in equal instalments annually over the subsequent 3 year period. Continued vesting of the Options is contingent on Dr Snowdy's service with the Company not being terminated, other than by the Company without cause.

What happens in a change of a control?

The Options will vest automatically in the event of a change of control of the Company, provided that Dr Snowdy's service has not been terminated prior to the change of control.

Additional information required by ASX Listing Rules 10.15

The additional information required by ASX Listing Rules 10.15 is set out below:

- The Company has not previously sought approval under ASX Listing Rule 10.14. Accordingly, no securities have been issued to any of the directors (or any other person referred to in ASX Listing Rule 10.14) under the Plan since the Company listed on ASX.
- All directors as at the date of this Notice of Meeting (being Dr Stephen Snowdy, Mr Fred Schwarzer, Ms Zita Peach, Ms Christine Van Heek, Ms Jean Franchi and Mr Tom Dooley) are entitled to participate in the Plan.
- If stockholders approve Item 3, the Options will be issued on or shortly following the date of the Annual Meeting (and in any event within 12 months after the Annual Meeting).
- Dr Snowdy will not receive any loan from the Company in connection with the grant of Options.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 3 by or on behalf of any director of the Company (except one who is ineligible to participate in the Plan) or any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Annual Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The directors unanimously (other than Dr Stephen Snowdy) recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 4 – Approval of 10% Placement Facility

ASX Listing Rule 7.1A enables eligible entities to issue up to 10% of its issued share capital through placements over a 12-month period after the annual meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. The Company is an eligible entity.

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue securities under the 10% Placement Facility. The exact number of securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

The directors of the Company believe that this Item 4 is in the best interests of the Company and unanimously recommend that stockholders vote in favour of the resolution.

Description of ASX Listing Rule 7.1A

(a) Stockholder approval:

The ability to issue equity securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities:

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

(c) Formula for calculating 10% Placement Facility:

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without stockholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

Note, that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of stockholders under ASX Listing Rule 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A:

If passed, Item 4 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 12 month period following the date of the Annual Meeting without requiring further

stockholder approval. This is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) above).

At the date of this Notice of Meeting, the Company has 197,058,646 CDIs (assuming all issued Shares are held as CDIs) on issue. At present, the Company has a capacity to issue:

- (i) 29,558,796 equity securities under ASX Listing Rule 7.1; and
- (ii) 19,705,864.00 equity securities under ASX Listing Rule 7.1A.

(e) Minimum Issue Price:

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average market price of equity securities in the same class calculated over the 15 trading days on which trades in the relevant class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period:

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

(g) Special resolution:

Item 4 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a)** The equity securities will be issued by the Company at an issue price of not less than 75% of the volume weighted average market price for the equity securities over the 15 trading days on which trades in the relevant class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b)** If Item 4 is approved by stockholders and the Company issues equity securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date stockholders provide their approval at the Annual Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing stockholders and CDI holders on the basis of the current market price of CDIs and the current number of CDIs for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue (197,058,646). The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in ASX Listing Rule 7.1.A.2		Dilution		
		A\$0.215 50% decrease in Issue Price	A\$0.43 Issue Price	A\$0.86 100% increase in Issue Price
Current Variable A 197,058,646	10% Voting Dilution	19,705,864	19,705,864	19,705,864
	Funds Raised	\$4,236,760.76	\$8,473,521.52	\$16,947,043.04
50% increase in current Variable A 295,587,969	10% Voting Dilution	29,558,796	29,558,796	29,558,796
	Funds Raised	\$6,355,141.14	\$12,710,282.28	\$25,420,564.56
100% increase in current Variable A 394,117,292	10% Voting Dilution	39,411,729	39,411,729	39,411,729
	Funds Raised	\$8,473,521.74	\$16,947,043.47	\$33,894,086.94

The table has been prepared on the following assumptions:

- The Company issues (as CDIs) the maximum number of equity securities available under the 10% Placement Facility.
- All Items under this Notice of Meeting are carried.
- None of the unlisted Options that the Company currently has on issue are exercised into Shares before the date of the issue of the equity securities under ASX Listing Rule 7.1A.

- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular stockholder by reason of placements under the 10% Placement Facility, based on that stockholder's holding at the date of the Annual Meeting.
 - The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - The issue of equity securities under the 10% Placement Facility consists only of CDIs.
 - The issue price is A\$0.43, being the closing price of the CDIs on ASX on 13 March 2018.
- (c)** The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Item 4 for the issue of the equity securities will cease to be valid in the event that stockholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d)** The Company may seek to issue the equity securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new business assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards general working capital requirements, ongoing business development activities and/or the acquisition of new business assets or investments (including expenses associated with such acquisition).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

- (e)** The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing stockholders can participate;
- (ii) the effect the issue of the equity securities might have on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to acquire an asset or investment in exchange for CDIs, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.

- (f)** The Company has not previously sought approval under ASX Listing Rule 7.1A.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 4 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares or CDIs), or any of their associates, if the resolution under Item 4 is passed. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Annual Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this Notice of Meeting, the Company has not approached any particular existing stockholder or security holder or an identifiable class of existing security holder to participate in an issue of equity securities. No existing stockholder's votes will therefore be excluded under the voting exclusion.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

LOCATION OF ANNUAL MEETING OF STOCKHOLDERS OF VISIONEERING TECHNOLOGIES, INC.

Johnson Winter & Slattery

Level 25, 20 Bond Street, Sydney 2000, New South Wales, Australia

on Friday, 20 April 2018


at 10.00am Australian Eastern Standard Time

(8.00pm US Eastern Daylight Time on Thursday, 19 April 2018).

Beneficial owners of common stock held in the form of CDIs or in street name by a broker, bank, trust or other nominee may need proof of ownership to be admitted to the Annual Meeting. A recent brokerage or holding statement or letter from the broker, bank, trust or other nominee are examples of proof of ownership.

VTI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form

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Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (AEST) on Tuesday, 17 April 2017.**

Direction to CHESS Depository Nominees Pty Ltd

Each CHESS Depository Interest (CDI) represents an indirect ownership in the Company's shares of Class A common stock (Shares). Each CDI is equivalent to one (1) Share of the Company so that every one (1) CDI that you own as at 7:00pm on 28 March 2018 (Australian Eastern Daylight Time), 4:00am, 28 March 2018 (US Eastern Daylight Time), entitles you to one (1) vote. The underlying Shares are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the meetings of stockholders on the instruction of the registered holders of the CDIs.

Appointment of Proxy

If you wish to attend the Meeting (defined overleaf) in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name or the name of your chosen appointee in the box in Step 2. Computershare will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Annual Meeting of Stockholders including any cut off time for receipt of valid proxies.

Signing Instructions


Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE 
or turn over to complete the form

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed

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Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests (CDIs) of Visioneering Technologies, Inc. (Company) hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual Meeting of stockholders of the Company to be held at 10:00am (Australian Eastern Standard Time) on Friday, 20 April 2018 at Johnson Winter & Slattery's Sydney office, Level 25, 20 Bond Sydney, NSW, Australia (Meeting) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name, or the name of your appointee, in this box.

Computershare will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that the form of proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Annual Meeting including any cut off time for receipt of valid proxies.

STEP 3

Voting Instructions - Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the instructions overleaf before marking any boxes with an X.

For Abstain

Item 1	Election of Class I Director - Ms Jean Franchi	<input type="checkbox"/>	<input type="checkbox"/>
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Item 2	Election of Class I Director - Mr Tom Dooley	<input type="checkbox"/>	<input type="checkbox"/>
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For Against Abstain

Item 3	Grant of Options to Dr Stephen Snowdy, Chief Executive Officer of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Unless Step 2 applies, if you do not mark the "For", "Against" or "Abstain" box (as applicable) your vote will not be counted

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

VTI

999999A

Computershare +