

Visioneering Technologies, Inc.
ARBN 616 156 248

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

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that a special meeting of stockholders of Visioneering Technologies, Inc. (**Company**) (**ASX:VTI**) will be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Wednesday, 19 December 2018 at 11.00 a.m. Australian Eastern Daylight Time (on Tuesday, 18 December 2018 at 7.00 p.m. US Eastern Standard Time).

Item of Business

1 Ratification and approval of prior issue of CHESSE Depository Interests

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 49,200,000 CHESSE Depository Interests (CDIs) (equivalent to 49,200,000 shares of Class A common stock) in the Company at an issue price of A\$0.18 per CDI, on the terms and conditions in the accompanying 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 7.00 p.m. Australian Eastern Daylight Time on Friday, 30 November 2018 (i.e. 3.00 a.m. US Eastern Standard Time on Friday, 30 November 2018) (the **Record Date**).

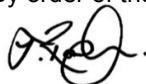
Voting by Proxy

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 and CDIs can be voted at the meeting in accordance with your instructions.

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, CHESSE 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 3 December 2018

By order of the Board:



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

SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON WEDNESDAY, 19 DECEMBER 2018 AT 11.00 A.M. AUSTRALIAN EASTERN DAYLIGHT TIME

(7.00 P.M. ON TUESDAY, 18 DECEMBER 2018, US EASTERN STANDARD TIME)

The board of directors of Visioneering Technologies, Inc. (**Company**) is soliciting proxies for use at the special meeting of stockholders to be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia at 11.00 a.m. on Wednesday, 19 December 2018 Australian Eastern Daylight Time (7.00 p.m. on Tuesday, 18 December 2018 US Eastern Standard 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 3 December 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 matter outlined in the Notice of Meeting being the ratification and approval of prior issue of CHESSE Depository Interests (**CDIs**) (Item 1).

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7.00 p.m. Australian Eastern Daylight Time on Friday, 30 November 2018 (i.e. 3.00 a.m. US Eastern Standard Time on Friday, 30 November 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 CHESSE Depository 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 248,267,734 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 proposal to be acted upon at the meeting, subject to the voting exclusion described more fully in the Explanatory Memorandum. Each CDI represents an interest in one Share. As of the Record Date, there were 240,432,074 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 Item 1 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 stockholders 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 248,267,734 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, is required 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 11.00 a.m. on Monday, 17 December 2018, Australian Eastern Daylight Time, (7.00 p.m. on Sunday, 16 December 2018 US Eastern Standard Time).

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 11.00 a.m. on Monday, 17 December 2018, Australian Eastern Daylight Time, (7.00 p.m. on Sunday, 16 December 2018 US Eastern Standard Time).

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 depository, 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 11.00 a.m. Australian Eastern Daylight Time on Sunday, 16 December 2018 (i.e. 7.00 p.m. US Eastern Standard Time on Saturday, 15 December 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?

Item 1 — Ratification and approval of prior issue of CDIs

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, the prior allotment and issue of 49,200,000 CDIs (equivalent to 49,200,000 shares of Class A common stock) in the Company at an

issue price of A\$0.18 per CDI, on the terms and conditions in the accompanying Explanatory Memorandum.

Subject to the voting exclusion statement for Item 1, 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 voting (or voting again) online, by no later than 11.00 a.m. on Monday, 17 December 2018, Australian Eastern Daylight Time, (7.00 p.m. on Sunday, 16 December US Eastern Standard Time);
- 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 11.00 a.m. Australian Eastern Daylight Time on Sunday, 16 December 2018, (7.00 p.m. US Eastern Standard Time on Saturday, 15 December 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

Background to Item 1

As outlined in an announcement released to the market on 15 August 2018 and subsequent related announcements, the Company raised approximately A\$8.856 million from sophisticated and professional investors by the issue and allotment of 49,200,000 CHESS Depository Interests (**CDIs**) (equivalent to 49,200,000 shares of Class A common stock) at A\$0.18 per CDI (**Placement**).

The CDIs issued under the Placement were issued within the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A. Accordingly, stockholder approval of the Placement was not required.

The Placement consisted of:

- 29,559,500 CDIs (equivalent to 29,559,500 Shares) which were issued within the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1; and
- 19,640,500 CDIs (equivalent to 19,640,500 Shares) which were issued within the Company's 10% placement capacity approved by stockholders at the Annual Meeting of the Company on 20 April 2018 (Australian Eastern Standard Time) in accordance with ASX Listing Rule 7.1A.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain eligible entities to seek stockholder approval to issue additional equity securities comprising up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution regarding ASX Listing Rule 7.1A is passed by special resolution. At the Company's Annual Meeting on 20 April 2018, the Company obtained approval from its stockholders to issue equity securities under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. It provides that where a Company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A (as the case may be).

Item 1 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 49,200,000 CDIs (equivalent to 49,200,000 Shares) under the Placement. If Item 1 is approved, the Company's 15% placement capacity under ASX Listing Rule 7.1 and the 10% placement capacity under ASX Listing Rule 7.1A, will be refreshed from the date of this meeting.

Item 1 – Ratification and approval of the issue of CDIs under the Placement

Introduction

Ratification by stockholders of the Company for the Placement is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to (i) issue up to 15% of its issued capital, if required, in the next 12 months without stockholder approval in accordance with ASX Listing Rule 7.1, and (ii) issue up to 10% of its issued capital, if required, in accordance with ASX Listing Rule 7.1A.

Specific disclosure of information

ASX Listing Rule 7.5 requires that the following information be provided to stockholders in relation to the CDIs issued under the Placement:

- (a) The total number of CDIs issued by the Company under the Placement was 49,200,000 CDIs (equivalent to 49,200,000 Shares).
- (b) The CDIs were issued at A\$0.18 per CDI.
- (c) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue.
- (d) The CDIs were issued and allotted to both new and existing sophisticated and professional investors in Australia, New Zealand, Hong Kong, Singapore and the United Kingdom, none of whom are related parties of the Company.
- (e) The funds raised from the Placement are primarily being used by the Company for:
 - continued development of sales and marketing in the U.S;
 - commercial launch into new geographies outside of the U.S., generally via local distribution agreements;
 - building inventory to meet growing sales;
 - new product development (toric and multifocal toric lenses); and
 - general working capital requirements.

Voting exclusion statement for Item 1

The Company will disregard any votes cast in favour of Item 1 by or on behalf of a person who participated in the issue of the CDIs, or any of their associates, unless the vote is cast:

- by a person as proxy for a person who is entitled to vote on Item 1, in accordance with the directions on the proxy form; or
- by a person chairing the meeting as proxy for a person who is entitled to vote on Item 1, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

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

Chair's voting intention

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

**LOCATION OF SPECIAL MEETING OF STOCKHOLDERS OF
VISIONEERING TECHNOLOGIES, INC.**

Johnson Winter & Slattery

Level 34, 55 Collins Street, Melbourne 3000, Victoria, Australia

on Wednesday, 19 December 2018

at 11.00 a.m. Australian Eastern Daylight Time

(7.00 p.m. on Tuesday, 18 December 2018 US Eastern Standard Time).

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 meeting. A recent brokerage or holding statement or letter from the broker, bank, trust or other nominee are examples of proof of ownership.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — Visioneering Technologies, Inc.

Notice of Special Meeting of Stockholders

The Chair of the Special Meeting (**Proxy**), with the power of substitution, is hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Special Meeting of Stockholders of Visioneering Technologies, Inc. to be held on 19 December 2018 at 11:00 a.m., Australian Eastern Daylight Time (7:00 p.m. on 18 December 2018, US Eastern Standard Time) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the proxy in accordance with the stockholder's direction in this Proxy Card. If no such directions are indicated, the Proxy will have authority to vote FOR Item 1. The Proxy intends to vote all available undirected proxies FOR each item.

In its discretion, the Proxy is authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)



Visioneering Technologies, Inc
ARBN 616 156 248

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 11:00am (AEDT) on Sunday, 16 December 2018 (7:00pm Saturday, 15 December 2018 US Eastern Standard Time)

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 Friday, 30 November 2018 (Australian Eastern Daylight Time), 3:00am, Friday, 30 November 2018 (US Eastern Standard 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 Special 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 XX

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 Special Meeting of stockholders of the Company to be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia (Meeting) at 11:00am (Australian Eastern Daylight Time) on Wednesday, 19 December 2018 (7:00pm on Tuesday, 18 December 2018 US Eastern Standard Time) 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 Special 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 of the boxes with an X.

For Against Abstain

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Item 1 Ratification and approval of prior issue of CHESSE Depository Interests | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

____/____/____