

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 Thursday, 18 April 2019 at 10.00 am, Australian Eastern Standard Time (on Wednesday, 17 April 2019, at 8.00 pm US Eastern Daylight Time).

Items of Business

1 Election of Class II Director - Ms Christine van Heek

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

"That Ms Christine van Heek being a Director whose appointment expires at the conclusion of the Annual Meeting of the Company and, being eligible, offers herself for re-election, be re-elected as a Class II Director of the Company."

2 Election of Class II Director – Mr Fred Schwarzer

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

"That Mr Fred Schwarzer being a Director whose appointment expires at the conclusion of the Annual Meeting of the Company and, being eligible, offers himself for re-election, be re-elected as a Class II 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).

5 Approval to issue securities under the 2017 Equity Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 9(b) and all other purposes, approval is given for the issue of securities under the 2017 Equity Incentive Plan (the terms of which are summarised in the Explanatory Memorandum)."

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

Record Date

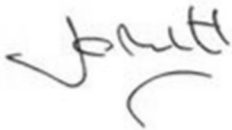
You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares of Class A common stock of the Company (**Shares**) held in street name at 7.00 pm Australian Eastern Daylight Time on Thursday, 28 March 2019 (i.e. 4.00 am US Eastern Daylight Time on Thursday, 28 March 2019) (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 26 March 2019
By order of the Board:



Julian Rockett
Company 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 THURSDAY, 18 APRIL 2019 AT
10.00 AM AUSTRALIAN EASTERN STANDARD TIME

(8.00 PM ON WEDNESDAY, 17 APRIL 2019, 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 10.00 am on Thursday, 18 April 2019 Australian Eastern Standard Time (17 April 2019 at 8.00 pm, 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 Thursday, 28 March 2019.

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 II Director - Ms Christine van Heek
- Item 2: Election of Class II Director – Mr Fred Schwarzer
- Item 3: Grant of Options to Dr Stephen Snowdy, Chief Executive Officer of the Company
- Item 4: Approval of 10% Placement Facility
- Item 5: Approval to issue securities under the 2017 Equity Incentive Plan

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 pm Australian Eastern Daylight Time on Thursday, 28 March 2019 (i.e. 4.00 am US Eastern Daylight Time on Thursday, 28 March 2019) (**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 248,619,294 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.

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 248,619,294 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 10.00 am Australian Eastern Standard Time on Monday, 15 April 2019 (8.00 pm US Eastern Daylight Time on Sunday, 14 April 2019).

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 10.00 am Australian Eastern Standard Time on Monday, 15 April 2019 (8.00 pm US Eastern Daylight Time on Sunday, 14 April 2019).

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 10.00 am Australian Eastern Standard Time on Monday, 15 April 2019 (i.e. 8.00 pm US Eastern Daylight Time on Sunday, 14 April 2019). 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 — Election of Class II Director - Ms Christine van Heek; and

Item 2 — Election of Class II Director – Mr Fred Schwarzer

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 75% 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 5 – Approval to issue securities under the 2017 Equity Incentive Plan

You may vote “FOR” “AGAINST” or “ABSTAIN” on Item 5.

Subject to the voting exclusion statement for Item 5, 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 10.00 am Australian Eastern Standard Time on Monday, 15 April 2019 (8.00 pm US Eastern Daylight Time on Sunday, 14 April 2019);
- by submitting a later-dated proxy card to the Secretary of the Company at c/- Boardroom Pty 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 Pty 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 10.00 am Australian Eastern Standard Time on Monday, 15 April 2019 (8.00 pm US Eastern Daylight Time on Sunday, 14 April 2019), 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 II Directors - Ms Christine van Heek and Mr Fred Schwarzer

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 Christine van Heek and Mr Fred Schwarzer, both current Class II directors, whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as Class II directors.

If elected, the term of office of the Class II directors will next expire at the annual meeting of stockholders to be held in 2022.

(a) Ms Christine van Heek

Ms van Heek was appointed as a director of the Company on 26 November 2008 and is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee. Ms van Heek is considered to be an independent director.

Ms van Heek is a Managing Partner at Bio Point Group, LLC, a US-based life science consulting group. She currently serves as a director of Concert Pharmaceuticals, Inc., a NASDAQ-listed biotechnology company and served on the board of Affymax, Inc., a previously NASDAQ-listed biopharmaceutical company, from 2007-2014. From 1991 to 2003, Ms van Heek held various positions at Genzyme Corporation, a biotechnology company acquired by Sanofi S.A., including Officer and President of the Therapeutics Division; General Manager of the Renal Division; and Vice President of Global Marketing. While at Genzyme, Ms van Heek built and managed the world-wide commercial organization for the Therapeutics and Renal Divisions, leading the launches of five global products.

Ms van Heek's industry experience make her a key contributor to the Board.

Ms van Heek received a Bachelor of Science in Nursing from the University of Iowa and a Master of Business Administration from Lindenwood University, St. Charles, Missouri.

Directors' recommendation

The directors unanimously (other than Ms Christine van Heek) supports the re-election of Ms Christine van Heek 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 Fred Schwarzer

Mr Schwarzer was appointed as a director of the Company on 25 November 2008 and is the Company's Chairman and a member of the Nomination and Remuneration Committee. Given Mr Schwarzer's position with Charter Life Sciences (described below), a substantial stockholder of the Company, Mr Schwarzer is not considered to be an independent director.

Mr Schwarzer is a Managing Partner at Charter Life Sciences, a US venture capital investment firm, where he focuses on life sciences investments. He has led investments by Charter Life Sciences in a number of biopharmaceutical and medical device companies, including Inviragen, Inc. (acquired by Takeda Pharmaceuticals). Mr. Schwarzer expects to resign from Charter Life Sciences and from the Board of Directors of VTI approximately mid-year 2019 to focus his efforts on IGM Biosciences, Inc

Mr Schwarzer is also the Chief Executive Officer at IGM Biosciences, Inc., where he led an IgM focused therapeutic antibody company from initial round of financing through development of a broad pipeline of therapeutic antibody candidates.

Mr Schwarzer had served on the boards of Mingly Capital Corporation, Heska Corporation, C.M Capital Corporation, Amaranth Medical, Inc., Great Lakes Pharmaceuticals, Inc., Health Fidelity, Inc., Kereos, Inc. and Mirabilis Medical, Inc,

Mr Schwarzer's industry experience make him a key contributor to the Board.

Mr Schwarzer received his Juris Doctor from the University of California, Berkeley after graduating with a Bachelor of Arts from the University of Michigan.

Directors' recommendation

The directors unanimously (other than Mr Fred Schwarzer) supports the re-election of Mr Fred Schwarzer 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 2018 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 40% of his Annual Base Salary in 2018 in Options (subject to stockholder approval). This amount is pro-rated based on Dr Snowdy's achievement against a set of Key Performance Indicators (**KPIs**).

Annual Base Salary	Bonus %	Potential Bonus	Total % of KPIs achieved	Value Achieved	Number of Options
US\$375,000	40%	US\$150,000	37.5%	US\$56,250	Subject to the Maximum Number (defined below), the number of options will be determined by dividing Value Achieved by the grant date fair value as determined using the Black-Scholes option pricing model.

The maximum number of Options which may be issued to Dr Snowdy will not exceed 1,800,000 (**Maximum Number**).

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

The Board set four KPIs for Dr Snowdy for the 2018 financial year which are outlined below. Each of the KPIs were weighted equally. The Board determined that Dr Snowdy achieved 37.5% of his KPIs.

2018 Key Performance Indicators	Rating	% Achieved
KPI 1 - Raising an agreed quantum of new capital	Partially met	12.5
KPI 2 - Release MF Toric to production	Not met	0
KPI 3 - Established partnership in China	Not met	0
KPI 4 - First European or Australian sale	Met	25%
TOTAL		37.5%

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 weighted average price of the Company's CDIs on ASX beginning on the third

trading day after the date that the Company's 2018 audited financial statements are released, as converted to US dollars.

Where the number of options listed is expressed as a dollar value, the number of options to be issued is to be determined by dividing the dollar amount listed above by the grant date fair value of the options determined using the Black-Scholes option pricing model, with the stock price input being equal to the exercise price as determined above.

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 issued 112,848 Options under the Plan to Dr Snowdy on 6 June 2018, following approval at the 2018 Annual Meeting. No securities have been issued to any of the other directors (or any other person referred to in ASX Listing Rule 10.14) under the Plan since the 2018 Annual Meeting.
- 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 248,619,294 CDIs (assuming all issued Shares are held as CDIs) on issue. At present, the Company has a capacity to issue:

- (i) 37,292,894 equity securities under ASX Listing Rule 7.1; and
- (ii) 24,861,929 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 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 (248,619,294). 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\$0.05	A\$0.10	A\$0.20

		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A	10% Voting Dilution	24,861,929	24,861,929	24,861,929
	Funds Raised	\$1,243,096	\$2,486,193	\$4,972,385
248,619,294				
50% increase in current Variable A	10% Voting Dilution	37,292,894	37,292,894	37,292,894
	Funds Raised	\$1,864,645	\$3,729,289	\$7,458,579
372,928,941				
100% increase in current Variable A	10% Voting Dilution	49,723,858	49,723,858	49,723,858
	Funds Raised	\$2,486,192	\$4,972,386	\$9,944,770
497,238,588				

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\$0.10, being the closing price of the CDIs on ASX on 19 February 2019.
- (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 obtained stockholder approval under ASX Listing Rule 7.1A at the 2018 Annual Meeting. In the 12 months preceding the date of this Annual Meeting, the Company issued the following securities:

LR 7.3A.6(a)	
Total number of securities issued in the 12 months preceding the date of meeting	Class A Common Stock: 447,320 CDIs: 51,113,328 Options: 2,809,765 Total: 54,370,413
percentage representation of the total number of securities on issue	28.73% of the total number of securities on issue from the commencement of 12 month period.

LR 7.3A.6(b)			
Issue No.	No. of Shares and Date of issue	Class	Summary / Terms
1	4,688 (11 May 2018)	Class A Common Stock. Fully paid ordinary shares rank equally in all respects with other shares	Issued as a result of exercise of stock options. The stock options were issued under 2008 Stock Incentive Plan
2	253,909 (7 June 2018)	Options	Options with an exercise price of US\$0.323 per share of Class A common stock, exercisable till 6 June 2028. Grant of Options to employees under the Company's 2017 Equity Incentive Plan.

3	29,559,500 (21 August 2018)	CDIs rank equally in all respects with other CDIs	Funds raised from issue of CDIs will be applied towards: <ul style="list-style-type: none"> • continued development of sales and marketing in 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.
4	19,640,500 (21 August 2018)	CDIs rank equally in all respects with other CDIs	Funds raised from issue of CDIs will be applied towards: <ul style="list-style-type: none"> • continued development of sales and marketing in 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.
5	207,000 (27 August 2018)	Options	Options to acquire shares of Class A common stock issued under 2017 Equity Incentive Plan, exercisable until 27 August 2028. Exercise price US \$0.1316
6	1,913,328 (12 September 2018)	CDIs rank equally in all respects with other CDIs	Security Purchase Plan announced on 22 August 2018. Funds raised from issue of CDIs will be applied towards: <ul style="list-style-type: none"> • continued development of sales and marketing in 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.
7	91,072 (5 October 2018)	Class A Common Stock. Fully paid ordinary shares rank equally in all respects with other shares	Issued as a result of exercise of stock options. The stock options were issued under 2008 Stock Incentive Plan
8	351,560 (17 December 2018)	Class A Common Stock. Fully paid ordinary shares rank equally in all respects with other shares	Issued as a result of exercise of stock options. The stock options were issued under 2008 Stock Incentive Plan
9	1,531,863 (17 December 2018)	Options	Options to acquire shares of Class A common stock granted on 2 October 2018, issued under 2017 Equity Incentive Plan, exercisable until 2 October 2028 with and exercise price US \$0.1188 per share

10	816,993 (17 December 2018)	Options	Options to acquire shares of Class A common stock granted on 22 October 2018, issued under 2017 Equity Incentive Plan, exercisable until 22 October 2028 with and exercise price US \$0.1346 per share
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LR 7.3A.6(b)				
Issue No.	Name of the persons to the securities were issued	Issue Price	Cash/Non Cash	Total cash/non cash consideration
1 cont.	Employees of the Company	US\$0.07	Cash	US\$ 328.16
2 cont.	Employees of the Company	Not Applicable	Not Applicable	Not Applicable
3 cont.	Sophisticated and Professional Investors , being clients of Fawkner Capital	A\$0.18	Cash	A\$5,320,710.00
4 cont.	Sophisticated and Professional Investors , being clients of Fawkner Capital	A\$0.18	Cash	A\$3,535,290.00
5 cont.	Employees of the Company	Not Applicable	Not Applicable	Not Applicable
6 cont.	Sophisticated and Professional Investors , being clients of Fawkner Capital	A\$0.18	Cash	A\$344,399.04
7 cont.	Employees of the Company	US\$0.067	Cash	A\$6,101.82
8 cont.	Employees of the Company	US\$0.067	Cash	A\$23,554.52
9 cont.	Employees of the Company	Not Applicable	Not Applicable	Not Applicable
10 cont.	Employees of the Company	Not Applicable	Not Applicable	Not Applicable

LR 7.3A.6(b)		
Issue No.	Cash/ Non Utilisation of cash	Issued under LR
1 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Exception 7.2
2 cont.	Not Applicable	Exception 7.2

3 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Rule 7.1 - The issue was ratified and approved at the shareholders meeting on 19 December 2018 as per Rule 7.4.
4 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Rule 7.1A - The issue was ratified and approved at the shareholders meeting on 19 December 2018 as per Rule 7.4.
5 cont.	Not Applicable	Exception 7.2
6 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Exception 7.2
7 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Exception 7.2
8 cont.	Details for utilisation of funds have been mentioned in financial statements section of the Annual Report	Exception 7.2
9 cont.	Not Applicable	Exception 7.2
10 cont.	Not Applicable	Exception 7.2

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.

Item 5 – Approval to issue securities under the 2017 Equity Incentive Plan

Background and why approval is sought

The Company's 2017 Equity Incentive Plan (**Plan**) was adopted initially by the Board and approved by stockholders on 18 January 2017. The purpose of the Plan is to provide incentives and encourage the Company's employees, directors and other persons providing significant services to the Company and its subsidiaries to acquire Shares in the form of incentive stock options, non-qualified stock options, restricted stock, stock units, performance awards and stock appreciation rights (together, **Stock Incentives**). The Plan is administered by the Board or the Nomination and Remuneration Committee (**Plan Administrator**).

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring stockholder approval. ASX Listing Rule 7.2 allows certain issues of securities

to be excluded from the calculation of the number of securities issued in the 12 month period, including under exception 9, where an issue is made under an employee incentive plan, and if within 3 years before the date of issue, one of the following occurred:

- (a) in the case of a plan established before the company was listed, a summary of the terms of the plan was set out in the prospectus; or
- (b) stockholders approved the issue of securities under the plan as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

A summary of the terms of the Plan was set out in the Company's prospectus dated 24 February 2017, meaning that securities issued under the Plan since the Company's listing have been excluded from ASX Listing Rule 7.1 in accordance with paragraph (a) above. This is the first time since the Company's listing on ASX that stockholders are being asked to approve the Plan.

If the Plan is approved by stockholders, issues of securities under the Plan over the next 3 years will fall under ASX Listing Rule 7.2, exception 9 and will not affect the Company's ability to separately issue up to 15% of its capital in any 12 month period without having to obtain stockholder approval. However, the issue of Stock Incentives to any of the Directors or their associates will still require separate stockholder approval under ASX Listing Rule 10.14.

Summary of the terms of the Plan

(a) *Eligibility*

All officers, executives, employees and contractors of the Company and its subsidiaries that have satisfied the criteria of the Board from time to time, are eligible at the invitation and discretion of the Board to participate in the Plan.

(b) *Term of Plan*

The Plan will expire by its terms ten years after the date of adoption, and no benefit shall be granted after such date.

(c) *Share Reserve*

At the time of adoption of the Plan, the total number of Shares reserved for issuance under the Plan (**Share Reserve**) was 11,000,000 Shares. The Share Reserve may be increased on the first day of each fiscal year (1 January) by an amount equal to the lesser of:

- (i) 5% of the aggregate number of Shares available for issuance under the 2017 Equity Plan on the last day of the immediately preceding fiscal year, and
- (ii) an amount determined by the Board.

As at the date of this Notice of Meeting, the current Share Reserve is 8,241,956.

Shares underlying expired, cancelled or forfeited options, stock appreciation rights or performance awards shall be available for reissuance under the Plan. Shares of restricted stock shall be available for reissuance under the Plan if such restricted stock is forfeited or returned to the Company as part of a restructuring of benefits.

(d) *Individual plan limit*

The maximum number of Shares subject to stock options that may be awarded to a participant under the Plan in any calendar year is 3,000,000 Shares.

(e) *Assignability*

A participant who has been granted a Stock Incentive generally cannot sell, assign, transfer or otherwise dispose of the Stock Incentive other than by will or the laws of descent and distribution. A participant who has been granted a non-qualified stock option may sell, assign, transfer or otherwise dispose of the non-qualified stock option to an associate (e.g. a family member) without consideration.

(f) *Adjustment provisions*

If the Company at any time changes the number of issued Shares without new consideration to the Company (such as by stock dividends or a stock split), it may:

- (i) adjust the total number of Shares reserved for issuance under the Plan; and
- (ii) adjust the number of Shares covered by each outstanding benefit so that the aggregate consideration payable to the Company and the value of each such Stock Incentive shall not be changed.

Additionally, Stock Incentives may be granted with provisions for their continuation or for other equitable adjustments after changes in the Shares resulting from a reorganisation, sale, merger, consolidation, issue of stock rights or warrants, or similar event.

If the Company undergoes any merger, consolidation, acquisition of property or stock, or reorganisation, then, without affecting the number of Shares reserved or available under the Plan, the Board may authorise the issuance or assumption of Stock Incentives upon such terms and conditions as it may deem appropriate.

(g) Pricing

The Plan Administrator determines the exercise price for incentive stock options provided that the exercise price generally cannot be less than 100% of the fair market value of the Shares on the date of grant.

Without the prior approval of stockholders and unless permitted by the ASX Listing Rules or ASX, the Company may not effect a “repricing” of any Stock Incentives, which includes:

- (i) providing for the lowering of a purchase price of a stock option or other Stock Incentive after it has been granted;
- (ii) providing for the cancellation of a stock option or other Stock Incentive in exchange for another stock option or Stock Incentive when the purchase price of such cancelled Stock Incentive exceeds the fair market value of the underlying stock (unless the purchase occurs in connection with a merger, acquisition, spin-of or other similar corporate transaction); and
- (iii) providing for any other action that is treated as “repricing” under generally accepted accounting policies.

(h) Plan Administrator’s discretion and powers

The Plan Administrator has exclusive authority to interpret and administer the Plan, to establish appropriate rules relating to the Plan, to delegate some or all of its authority under the Plan and to take all such steps and make all such determinations in connection with the Plan and the benefits granted pursuant to the Plan as it may deem necessary or advisable. The validity, construction, and effect of the Plan is determined in accordance with the laws of the State of Delaware.

(i) Amendments or termination

The Board may amend the Plan from time to time (provided that the amendment does not contravene the ASX Listing Rules) or terminate the Plan at any time. However, no action may be made to reduce the amount of any existing benefit or change the terms and conditions of the benefit without the participant’s consent. Certain amendments to the Plan require the approval of stockholders (e.g. an increase to the total number of Shares which may be issued under the Plan).

Number of securities issued under the Plan

The number of Stock Incentives, with all being Incentive Stock Options, that have been issued to participants under the Plan since 24 February 2017 (being the date of Company’s prospectus), are as follows:

Incentive stock options

Number of incentive stock options issued	Number of incentive stock options exercised	Number of incentive stock options which have expired / forfeiture	Total number of outstanding incentive stock options as at the date of this Notice of Meeting
3,736,376	-	978,331	2,758,044

Voting Exclusion

The Company will disregard any votes cast in favour of Item 5 by or on behalf the directors of the Company or their associates except a director who is ineligible to participate in the Plan. However, the Company will not disregard a vote if it is cast by a director or their associate:

- as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- being 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.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies 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 Thursday, 18 April 2019

at 10.00 am Australian Eastern Standard Time

(8.00 pm US Eastern Daylight Time on Wednesday, 17 April 2019).

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.



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

XX



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 Monday, 15 April 2019 (8:00pm Sunday, 14 April 2019 US Eastern Daylight 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 28 March 2019 (Australian Eastern Daylight Time), 4:00am, 28 March 2019 (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 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 Annual Meeting of stockholders of the Company to be held at 10:00am (Australian Eastern Standard Time) on Thursday, 18 April 2019 at Johnson Winter & Slattery's Sydney office, Level 25, 20 Bond Street, 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 II Director - Ms Christine van Heek	<input type="checkbox"/>	<input type="checkbox"/>
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Item 2	Election of Class II Director - Mr Fred Schwarzer	<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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Item 5	Approval to issue securities under the 2017 Equity Incentive Plan	<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 / /

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders.
The material is available at: www.edocumentview.com/VTI



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – Visioneering Technologies, Inc.



Notice of 2019 Annual Meeting of Stockholders

The Chair of the Annual 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 Annual Meeting of Stockholders of Visioneering Technologies, Inc. to be held on 18 April 2019 at 10:00 am, Australian Eastern Standard Time (on Wednesday, 17 April 2019, at 8:00 pm US Eastern Daylight Time) or at any postponement or adjournment hereof.

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 items 1 through 5. The Proxy intends to vote all available undirected proxy FOR each item.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

