

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 Sydney office, Level 25, 20 Bond Street, Sydney, NSW, Australia on Tuesday, 2 July 2019 at 10.00 a.m. Australian Eastern Standard Time (on Monday, 1 July 2019 at 8.00 p.m. US Eastern Daylight Time).

Items of Business

1 Approval of the issue of Convertible Notes

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the stockholders approve the issue of convertible notes with a maximum aggregate face value of US\$3,000,000 (**Convertible Notes**) to TIGA Trading Pty Ltd (or its nominees), 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).

2 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 22,222,222 CHESSE Depository Interests (**CDIs**) (equivalent to 22,222,222 shares of Class A common stock) in the Company at an issue price of A\$0.045 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).

3 Approval of increase in Authorised Capital

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

*"That the stockholders approve the proposal to amend the Company's Amended and Restated Certificate of Incorporation (**Charter**), to increase the total number of authorised shares of Class A common stock from 500,000,000 to 750,000,000 shares."*

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 Standard Time on Friday, 14 June 2019 (i.e. 5.00 a.m. US Eastern Daylight Time on Friday, 14 June 2019) (the **Record Date**).

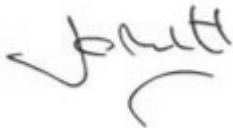
Voting by Proxy

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 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, 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 13 June 2019

By order of the Board:



Julian Rockett
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 TUESDAY, 2 JULY 2019 AT 10.00 A.M. AUSTRALIAN EASTERN STANDARD TIME

(8.00 P.M. ON MONDAY, 1 JULY 2019, US EASTERN DAYLIGHT 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 Sydney office, Level 25, 20 Bond Street, Sydney, NSW, Australia at 10.00 a.m. on Tuesday, 2 July 2019 Australian Eastern Standard Time (8.00 p.m. on Monday, 1 July 2019 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 18 June 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: Approval of the issue of convertible notes to TIGA Trading Pty Ltd or its nominees
- Item 2: Ratification and approval of prior issue of CHESSE Depository Interests (**CDIs**)
- Item 3: Approval of a proposal to amend the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorised shares of Class A common stock

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 Standard Time on Friday, 14 June 2019 (i.e. 5.00 a.m. US Eastern Daylight Time on Friday, 14 June 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 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 270,841,516 CDIs quoted on the Australian Securities Exchange (**ASX**) (assuming all issued shares of Class A common stock of the Company (**Shares**) are held as CDIs), 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 Items 1 and 2 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 270,841,516 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 10.00 a.m. on Sunday, 30, June 2019, Australian Eastern Standard Time, (8.00 p.m. on Saturday, 29 June 2019 US Eastern Daylight 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 10.00 a.m. on Sunday, 30 June 2019, Australian Eastern Standard Time, (8.00 p.m. on Saturday, 29 June 2019 US Eastern Daylight 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 10.00 a.m. Australian Eastern Standard Time on Saturday, 29 June 2019 (i.e. 8.00 p.m. US Eastern Daylight Time on Friday, 28 June 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 — Approval of issue of convertible notes

You may vote "FOR," "AGAINST" or "ABSTAIN" on the proposal to approve Item 1.

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.

Item 2 — Ratification and approval of prior issue of CDIs

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 2.

Subject to the voting exclusion statement for Item 2, 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 3 — Approval of increase in Authorised Capital

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve 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 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 10.00 a.m. on Sunday, 30 June 2019, Australian Eastern Standard Time, (8.00 p.m. on Saturday, 29 June 2019 US Eastern Daylight 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 10.00 a.m. Australian Eastern Standard Time on Saturday, 29 June 2019, (8.00 p.m. US Eastern Daylight Time on Friday, 28 June 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

Background to Item 1

As outlined in an announcement released to the market on 6 June 2019, the Company has entered into a Convertible Note Purchase Agreement with TIGA Trading Pty Ltd (**TIGA**) for the issue of between 2.3 million and 3.0 million secured, unquoted convertible notes (each with a face value of \$US1.00 each) to TIGA or its nominees (**Convertible Notes**) to raise an aggregate amount of between US\$2.3 million and US\$3.0 million (equivalent to approximately A\$3.3 million to \$A4.3 million) (**Convertible Note Issue**).

The issue of the Convertible Notes is conditional on stockholders approving the Convertible Note Issue for the purposes of ASX Listing Rule 7.1, allotment occurring under the Company's underwritten, non-renounceable rights offering (announced on 6 June 2019) (**Rights Offering**) and certain other conditions which have already been satisfied (including completion of the Placement (defined in the Background to Item 2 of this Explanatory Memorandum)).

If stockholders approve Item 1:

- the Company will issue the Convertible Notes to TIGA or one or more of its nominees (**Noteholders**) shortly following the approval; and
- the Company will rely on ASX Listing Rule 7.2, Exception 4 in relation to the future issue of any CDIs under the Convertible Notes.

If stockholders do not approve Item 1, the Convertible Note Issue will not proceed and the Company may seek additional funding through other sources. There is no assurance however, that additional funding would be available or would be secured on acceptable terms.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of stockholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The Convertible Notes are 'equity securities' for the purposes of the ASX Listing Rules.

Item 1 – Approval of the issue of Convertible Notes

Introduction

Item 1 seeks stockholder approval under ASX Listing Rule 7.1 for the issue of Convertible Notes without using the Company's placement capacity under ASX Listing Rule 7.1.

If stockholders approve this Item 1, the Convertible Notes will be issued on the terms of the Convertible Note Deed Poll, which are summarised below.

Key terms of the Convertible Notes

The following is a summary of the rights, privileges and restrictions attaching to the Convertible Notes (**Key Terms Table**). The Key Terms Table is not exhaustive and does not constitute a definitive statement of all of the rights and liabilities of the Noteholders.

No.	Key term	Summary
1.	Total purchase price	A minimum aggregate purchase price of US\$2,300,000 and a maximum aggregate purchase price of US\$3,000,000.
2.	Face Value	US\$1.00 face value per Convertible Note

No.	Key term	Summary
3.	Term and maturity date	2 years from the date of issue of the Convertible Notes (Maturity Date).
4.	Interest	10.0% per annum payable quarterly in arrears on the last business date of each quarter.
5.	Payment of interest	<p>The Company may pay interest due on a Convertible Note in cash, CDIs or a combination thereof.</p> <p>The Company may only satisfy an interest payment in CDIs with the consent of a Noteholder. Similarly, a Noteholder's request for an interest payment to be paid in CDIs must be agreed to by the Company.</p> <p>If interest is paid in CDIs, the issue price of the CDIs will be the greater of 90% of the average VWAP for the 5 trading days preceding the relevant CDI election, and A\$0.075.</p> <p>The Company currently intends to make interest payments in cash.</p>
6.	Security	The obligations of the Company under the Convertible Notes are secured under a Security Agreement. Subject to certain common permitted liens, the Noteholders have a first ranking security interest over all of the Company's assets.
7.	Prepayment	Subject to the Noteholders' right to convert the Convertible Notes at any time, the Company may, at any time, with the consent of the Noteholders who together hold Convertible Notes representing a majority of the aggregate unpaid principal amount of all Convertible Notes outstanding (Majority Holders), elect to redeem some or all of the Convertible Notes (Redemption Notes) by payment of the aggregate face value of the Redemption Notes plus all accrued but unpaid interest on the Redemption Notes. In addition, if the Company redeems the Convertible Notes, it must pay an additional amount equal to 4% of the Face Value of the Redemption Notes if the redemption occurs within 12 months of the date of issue. Thereafter, the additional amount is reduced to 2% of the Face Value of the Redemption Notes.
8.	Conversion terms	<p>A Noteholder may at any time up to the Maturity Date convert some or all of its Convertible Notes into CDIs. There are no conditions that have to be met before the Convertible Notes can be converted.</p> <p>The number of CDIs issuable on conversion of the Convertible Notes is determined by the quotient obtained by dividing the outstanding principal to be converted plus any accrued but unpaid interest thereon by the Conversion Price (defined below).</p> <p>The maximum number of CDIs into which the Convertible Notes may convert is discussed in detail below.</p>
9.	Conversion Price	A\$0.075
10.	Key covenants	<p>While the Convertible Notes are outstanding, the Company must comply with certain covenants, including maintaining a minimum amount of cash on deposit in its bank account and maintaining net cash outflows below a certain threshold (excluding cash used for inventory).</p> <p>In addition, there are typical positive undertakings that the Company must comply with, including procuring that no event of default occurs and performing any action necessary to maintain the quotation of its CDIs on the ASX.</p>

No.	Key term	Summary
11.	Change of Control	If a change of control of the Company or delisting is likely to occur, the Company must, unless otherwise agreed in writing by the Majority Holders, redeem all Convertible Notes by paying to each Noteholder 104% of the Face Value of Convertible Notes plus all accrued but unpaid interest thereon.
12.	Events of Default	If an Event of Default (defined below) occurs at any time prior to the Maturity Date and is continuing, the Noteholder may require the Company to redeem all of the Convertible Notes it holds. Each of the following is an Event of Default: <ul style="list-style-type: none"> • if the Company fails to pay any part of the face value of the Convertible Notes and all accrued but unpaid interest on the date on which it is due and payable and such failure is not remedied within 10 business days after the due date for payment; and • an insolvency event occurs in relation to the Company.
13.	Reorganisation of capital	In a reorganisation of capital of the Company, the Convertible Notes must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
14.	Voting	No voting rights attach to the Convertible Notes.
15.	New issues	The Convertible Notes do not confer any rights to participate in any new issues of securities by the Company.
16.	Quotation	The Convertible Notes will not be listed on the ASX or any other public exchange.
17.	Governing law	New South Wales, Australia.

Additional disclosure of information

ASX Listing Rule 7.3 and ASX Guidance Note 21 requires that the following additional information be provided to stockholders in relation to the proposed issue of Convertible Notes under Item 1:

Maximum number of CDIs into which the Convertible Notes may convert

The table below shows (based on the assumptions described) the maximum number of CDIs that may be issued to the Noteholders:

1. On conversion of the aggregate face value of all the Convertible Notes (US\$1.00 each) if:
 - a minimum of 2,300,000 Convertible Notes are issued to Noteholders; and
 - a maximum of 3,000,000 Convertible Notes are issued to Noteholders.

The actual number of Convertible Notes issued will depend on the applications received by the Company from the Noteholders, but in any case, the number will be within this range.

2. If all interest payments are satisfied by the issue of CDIs.

As the Convertible Notes are denominated in US dollars and the conversion price is in Australian dollars, an exchange rate of A\$1.00:US\$0.69) has been assumed.

2,300,000 Convertible Notes issued		3,000,000 Convertible Notes issued	
Number of CDIs		Number of CDIs	
Face Value	44,444,444	Face Value	57,971,014
Interest¹	8,888,889	Interest¹	11,594,203
Total	53,333,333	Total	69,565,217

¹ Assumes that all interest is paid at an issue price of A\$0.075. As described in Item 5 of the Key Terms Table, the issue price could be higher, resulting in a lower number of CDIs being issued.

Date of issue

If stockholders approve Item 1, then the Convertible Notes are expected to be issued on the second business day after satisfaction of all of the conditions under the Convertible Note Purchase Agreement. In any case, the Convertible Notes will be issued within 3 months after the date of this meeting.

Intended use of funds

The funds raised from the issue of the Convertible Notes are primarily being used by the Company for:

- Continued development and penetration of the US market;
- International expansion;
- New product development;
- Inventory purchases; and
- General working capital.

Voting exclusion statement for Item 1

The Company will disregard any votes cast in favour of Item 1 by or on behalf of:

- TIGA; or
- any person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of CDIs or Shares;

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.

Background to Item 2

As outlined in an announcement released to the market on 6 June 2019, the Company raised approximately A\$1.0 million from sophisticated and professional investors by the issue and allotment of 22,222,222 CDIs (equivalent to 22,222,222 Shares) at A\$0.045 per CDI (**Placement**).

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

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 ordinary securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies or an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.4

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

Item 2 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 22,222,222 CDIs (equivalent to 22,222,222 Shares) under the Placement. If Item 2 is approved, the Company's 15% placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this meeting. The Company's 10% placement capacity under ASX Listing Rule 7.1A has not been used and therefore does not need to be refreshed.

Item 2 – 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 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.

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 22,222,222 CDIs (equivalent to 22,222,222 Shares).
- (b) The CDIs were issued at A\$0.045 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 Thorney Technologies Limited (as to 4,444,444 CDIs) and TIGA Trading Pty Ltd (as to 17,777,778 CDIs) (and are held through nominee holders).
- (e) The funds raised from the Placement are being used by the Company for the same purposes as the funds raised from the Convertible Notes (see Item 1).

Voting exclusion statement for Item 2

The Company will disregard any votes cast in favour of Item 2 by or on behalf of Thorney Technologies Limited and TIGA Trading Pty Ltd, 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 2, 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 2, 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.

Background to Item 3

The board of directors of the Company is requesting stockholder approval of an amendment to the Company's Amended and Restated Certificate of Incorporation (**Charter**) to increase the authorised number of the Company's shares of Class A common stock from 500,000,000 to 750,000,000 shares and to eliminate the 100,000,000 shares of Class B common stock currently authorised (**Charter Amendment**) (attached as **Annexure A**).

The additional shares of Class A common stock to be authorised by approval of the Charter Amendment would have rights identical to the currently outstanding Class A common stock of the Company.

If the Charter Amendment is approved, it will become effective upon filing with the Secretary of State of the State of Delaware.

Item 3 – Approval of increase in Authorised Capital

Capacity under current Authorised Capital

The Company's total authorised capital is 650,000,000 shares, of which 500,000,000 are shares of Class A common stock, 100,000,000 are shares of Class B common stock and 50,000,000 are shares of preferred stock.

As at the date of this Explanatory Memorandum, the Company currently has 270,841,516 shares of Class A common stock outstanding. In addition:

- 128,293,350 shares of Class A common stock are expected to be issued under the Rights Offering;
- 14,367,962 options over shares of Class A common stock are outstanding under the 2008 Stock Incentive Plan and 2017 Equity Incentive Plan;
- 5,203,362 shares of Class A common stock are reserved for future issuance under the 2017 Equity Incentive Plan; and
- a maximum of 69,565,217 shares of Class A common stock may be issued on conversion of the Convertible Notes and payment of interest under the Convertible Notes (see Item 1).

No shares of preferred stock or Class B common stock are outstanding.

Proposed capacity and reasons for increase

If Item 3 is approved, the Company's total authorised capital will be 800,000,000 shares, of which 750,000,000 will be shares of Class A common stock and 50,000,000 will be shares of preferred stock.

Although the board of directors has no immediate plans to issue additional shares of common stock, it desires to have the shares available to provide additional flexibility to use its common stock for business and financial purposes in the future as well to have sufficient shares available to provide appropriate equity incentives for the Company's employees. The additional shares may be used for various purposes without further stockholder approval (except as may be required in particular cases by the Charter, applicable law or the ASX Listing Rules). These purposes may include raising capital; providing equity incentives to employees, officers, directors, consultants and/or advisors; establishing strategic relationships with other companies; expanding the business through the acquisition of other businesses, products or technologies; and other purposes.

Class B common stock

The Company was authorised to issue Class B common stock to comply with certain requirements relating to the escrow of shares in the Company in connection with its initial public offering. The final escrow of shares expired in March 2019 and accordingly the provisions relating to the Class B common stock in the Charter are no longer relevant. If Item 3 is approved, the 100,000,000 authorised shares of Class B common stock will be removed from the Charter.

Voting exclusion statement for Item 3

There is no voting exclusion for Item 3.

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 25, 20 Bond Street, Sydney, NSW, Australia

on Tuesday, 2 July 2019

at 10.00 a.m. Australian Eastern Standard Time

(8.00 p.m. on Monday, 1 July 2019 US Eastern Daylight 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.

Annexure A – Charter Amendment

STATE OF DELAWARE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

Visioneering Technologies, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Ninth Amended and Restated Certificate of Incorporation filed with the Secretary of State on March 21, 2017 (the “**Certificate of Incorporation**”).

2. Article IV, Section A of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The Company is authorized to issue two classes of stock to be designated, respectively, “**Common Stock**” and “**Preferred Stock**.” The total number of shares that the Company is authorized to issue is Eight Hundred Million (800,000,000) shares. Seven Hundred Fifty Million (750,000,000) shares shall be Common Stock, all of which shall be Class A Common Stock, having a par value of \$0.001 per share. Fifty Million (50,000,000) shares shall be Preferred Stock, having a par value of \$0.001 per share.

3. The last sentence of Article IV, Section C of the Certificate of Incorporation is hereby deleted in its entirety.

4. The last sentence of Article IV, Section D of the Certificate of Incorporation is hereby deleted in its entirety.

5. Article IV, Section E of the Certificate of Incorporation is hereby deleted in its entirety.

6. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

7. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this ____ day of July, 2019.

VISIONEERING TECHNOLOGIES, INC.

By: _____
Stephen Snowdy, Chief Executive Officer



Small steps make an impact.

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

Proxy – Visioneering Technologies, Inc.



Notice of 2019 Special 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 Special Meeting of Stockholders of Visioneering Technologies, Inc. to be held on Tuesday, 2 July 2019 at 10:00 am, Australian Eastern Standard Time (on Monday, 1 July 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 3. 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)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.



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

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

CDI Voting Instruction Form

XX



Vote online or view the Notice of Meeting, 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 Saturday, 29 June 2019 (8:00pm Friday, 28 June 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 Friday, 14 June 2019 (Australian Eastern Standard Time), 5:00am, Friday, 14 June 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 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 Sydney office, Level 25, 20 Bond Street, Sydney, NSW, Australia (Meeting) at 10:00am (Australian Eastern Standard Time) on Tuesday, 2 July 2019 (8:00pm on Monday, 1 July 2019 US Eastern Daylight 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 of Stockholders, 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
Item 1	Approval of the issue of convertible notes to TIGA Trading Pty Ltd or its nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Ratification and approval of prior issue of CHESSE Depository Interests (CDIs)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of a proposal to amend the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorised shares of Class A common stock	<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 / /