

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 of Visioneering Technologies, Inc. (**Company**) (**ASX: VTI**) will be held on Thursday, 26 May 2022 at 8.00 a.m. Australian Eastern Standard Time (on Wednesday, 25 May 2022 at 6.00 p.m. U.S. Eastern Daylight Time) (**Annual Meeting**).

The Annual Meeting will be held as a virtual event, which will be conducted online. See the Proxy Statement for details on how to attend, vote your shares and submit questions during the Meeting.

Items of Business

ELECTION OF DIRECTORS

1 Election of Class II Director – Dr. David J. Mazzo

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

“That Dr. David J. Mazzo 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.”

GRANT OF SHARES AND OPTIONS IN LIEU OF SHORT-TERM CASH INCENTIVE

2 Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21

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

“Subject to Item 3 being approved, that, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to grant 291,510 shares of Class A Common Stock to Dr. Stephen Snowdy, 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).

AUTHORISED SHARES UNDER COMPANY’S 2017 PLAN

3 Approval of increase in shares reserved under 2017 Equity Incentive Plan and other amendments

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

“That for the purposes of Exception 13 of ASX Listing Rule 7.2 and for all other purposes, the stockholders approve (i) an increase in the aggregate number of shares which may be issued pursuant to awards under the 2017 Plan such that a total of 3,610,500 shares of Class A Common Stock will be reserved for issuance under the 2017 Plan, and (ii) certain other amendments to the 2017 Plan to reflect this share increase.”

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

OTHER BUSINESS

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 applies to this resolution (see the Explanatory Memorandum for details).

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares of Class A Common Stock of the Company (**Shares**) held in street name at 7.00 p.m. Australian Eastern Standard Time on Friday, 29 April 2022 (i.e. 5.00 a.m. U.S. Eastern Daylight Time on Friday, 29 April 2022) (the **Record Date**).

Voting by Proxy

You are urged to vote by internet or telephone or submit your CDI Voting Instruction Form as soon as possible so that your Shares 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 CHES Depositary Interests (**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 Depositary, CHES Depositary 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 5 May 2022

By order of the Board:

Leanne Ralph
Secretary

Status of CDIs

The CDIs are traded on ASX in reliance on the safe harbor provisions of Regulation S under the U.S. 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 U.S. 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, 26 MAY 2022 AT 8:00 A.M. AUSTRALIAN EASTERN STANDARD TIME

(6.00 P.M. ON WEDNESDAY, 25 MAY 2022, U.S. 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 8.00 a.m. on Thursday, 26 May 2022 Australian Eastern Standard Time (6.00 p.m. on Wednesday, 25 May 2022 U.S. Eastern Daylight Time) and at any adjournment or postponement of the meeting. We expect to mail proxy materials on or about 5 May 2022 with instructions for stockholders on how to access this proxy statement and accompanying Notice of Meeting (**Notice of Meeting**).

This is a completely virtual Annual Meeting. Stockholders and CDI holders (together, **securityholders**) can watch and participate in the Annual Meeting virtually via the online platform by using a computer, smartphone or tablet – online at www.meetnow.global/MWUJJCP. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.

The Meeting ID is www.meetnow.global/MWUJJCP.

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 – Dr. David J. Mazzo
- Item 2: Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21
- Item 3: Approval of increase in shares reserved under 2017 Equity Incentive Plan and other amendments
- Item 4: Approval of 10% Placement Facility

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7.00 p.m. Australian Eastern Standard Time on Friday, 29 April 2022 (i.e. 5.00 a.m. U.S. Eastern Daylight Time on Friday, 29 April 2022) (**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 CHESS 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 24,030,560 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 exclusion described more fully in the Explanatory Memorandum. Each CDI represents an interest in one Share. As of the Record Date, there were 24,030,560 CDIs quoted on the Australian Securities Exchange (**ASX**) (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions).

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

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

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of certain resolutions by certain stockholders and associates of those stockholders. Please refer to the Explanatory Memorandum for further detail in relation to the nature of the exclusions and the 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 24,030,560 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 U.S. 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, you may vote:

- over the internet or by telephone by following the instructions provided;
- by completing and returning the enclosed proxy card by mail; or
- attending the virtual Annual Meeting and voting online during the Annual Meeting.

To vote before the Annual Meeting by the internet (at <http://www.investorvote.com/VTI>), 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 6:00 a.m. on Thursday, 26 May 2022, Australian Eastern Standard Time, (4:00 p.m. on Wednesday, 25 May 2022 U.S. 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 (the Company's CDI registry) no later than 8.00 a.m. Australian Eastern Standard Time on Monday, 23 May 2022 (i.e. 6.00 p.m. U.S. Eastern Daylight Time on Sunday, 22 May 2022). 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 voting at the meeting by completing Step 2 in the enclosed CDI Voting Instruction Form. Such CDI holders will then need to obtain a unique username and password from Computershare by calling +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting. Unless these steps are followed, CDI holders cannot vote online during the meeting.

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 securityholders are invited to attend the meeting online. There will be no in-person participation at the meeting.

Securityholders can watch and participate in the meeting virtually via the online platform by using a computer, smartphone or tablet – online at www.meetnow.global/MWUJJCP. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure that your browser is compatible.

If you participate in the meeting online as a **stockholder**, you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: www.meetnow.global/MWUJJCP.
2. Once the webpage above has loaded into your web browser, click “JOIN MEETING NOW.”
3. Select “Stockholder” on the login screen and enter your Control Number.

If you participate in the meeting online as a **proxy** (including a CDI holder who has appointed themselves as CDN's proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: www.meetnow.global/MWUJJCP
2. Selecting “I am a stockholder”

3. Once the webpage above has loaded into your web browser, click “JOIN MEETING NOW.”
4. Enter your control number that has been provided after the proxy has been lodged.

Note that stockholders (and CDI holders, as per the instructions on the CDI Voting Instruction Form) who wish to appoint a third party proxyholder to represent them at the Annual Meeting and attend online must appoint their proxyholder prior to the proxyholder registering for online access. CDI holders may do this by completing Step 2 in the enclosed CDI Voting Instruction Form. For online access, the proxyholder must obtain a username and password by contacting Computershare on +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

If you participate in the meeting online as a **CDI holder** (and have not appointed yourself or someone else as CDN's proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: www.meetnow.global/MWUJJCP
2. Selecting “I am a guest”
3. Entering your name and email address.

Note that CDI holders may not vote online at the meeting unless they have nominated themselves to be appointed as CDN's proxy prior to the meeting. CDI holders are encouraged to use their CDI Voting Instruction Form to direct their votes 72 hours before the meeting. Please refer to “How do I vote if I hold CDIs?”.

For full details on how to log in please refer to the Online Meeting Guide available at <https://vtivisioninvestors.com/>.

Can I vote my Shares in person at the meeting?

If you are a stockholder of record, you may vote your Shares online during the meeting.

If you choose to participate in the meeting online as a stockholder, please follow the instructions outlined above in “How can I attend the meeting?”

Even if you currently plan to participate in the meeting, we recommend that you submit your vote before the meeting as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote before the meeting and later decide to vote online at the meeting, the vote you submit at the meeting will override your previous vote.

If you are a street name holder, you may vote your Shares at the meeting only if you obtain a legal 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 – Dr. David J. Mazzo

You may vote “FOR” or “ABSTAIN” on Item 1.

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

Abstentions will count as 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 or re-election a director. The terms of the waiver are that: (i) the Company complies with the relevant U.S. laws as to the content of

proxy forms applicable to resolutions for the election or re-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 only applies for so long as the relevant U.S. laws prevent the Company from permitting shareholders to vote against a resolution to elect a director.

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 — Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21

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, by remote communication 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 shares reserved under 2017 Equity Incentive Plan

You may vote “FOR,” “AGAINST” or “ABSTAIN” on the proposal to approve Item 3.

Subject to the voting exclusion 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, by remote communication 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 proposal to approve Item 4.

The vote required to approve the proposal is: (i) the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal; and (ii) the 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).

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 6.00 a.m. on Thursday, 26 May 2022, Australian Eastern Standard Time, (4.00 p.m. on Wednesday, 25 May 2022 U.S. Eastern Daylight Time);
- by submitting a later-dated proxy card to the Secretary of the Company at BelleVieCorporate Pty Ltd, Suite 206, Level 2, 350 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 at BelleVieCorporate Pty Ltd, Suite 206, Level 2, 350 George Street, Sydney, NSW 2000, Australia, which must be received by the Company before the time of the meeting; or
- by attending the virtual Annual Meeting and voting online. Attendance at the virtual Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Annual 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 8.00 a.m. Australian Eastern Standard Time on Monday, 23 May 2022 (6.00 p.m. U.S. Eastern Daylight Time on Sunday, 22 May 2022), 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.

What if I have trouble accessing the Annual Meeting virtually?

The virtual meeting platform is fully supported across browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Note: Internet Explorer is not a supported browser. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the meeting. We encourage you to access the meeting prior to the start time. For further assistance should you need it you may call 1-888-724-2416.

EXPLANATORY MEMORANDUM

Item 1 – Election of Class II Director – Dr. David J. Mazzo

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 Dr. David J. Mazzo, a current Class II director, whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as a Class II director.

If elected, the term of office of Dr. Mazzo will next expire at the annual meeting of stockholders to be held in 2025.

Dr. David J. Mazzo is a highly accomplished and experienced life sciences executive and board director with almost 40 years of experience in managing medical device and pharmaceutical companies.

Dr. Mazzo is currently President, CEO and Executive Director of Caladrius Biosciences, Inc. (NASDAQ: CLBS). He also serves on the Board of Feldan Therapeutics (private). Previously, Dr. Mazzo served as Chairman of the board of Eyepoint Pharmaceuticals, Inc. (NASDAQ:EYPT), and as a non-executive director for Seneca Biopharmaceuticals, Inc. (NASDAQ: SNCA), as well as CEO and Executive Director of Regado Biosciences, Inc., where, among other accomplishments, he led Regado's IPO on NASDAQ.

Prior to leading Regado, Dr. Mazzo was CEO and Executive Director of Aeterna Zentaris (NASDAQ: AEZS, TSX: AEZS), and of Chugai Pharma USA, LLC, the U.S. subsidiary of Japan's Chugai Pharmaceuticals Co. Ltd. (TYO: 4519), a member of the Roche group (SWX:RO). Dr. Mazzo has also had a distinguished international career leading pharmaceutical development for Rhone-Poulenc Rorer and Hoechst Marion Roussel before culminating his big pharma experience in his position as Senior Vice President of Development Operations for Schering-Plough Research Institute.

Dr. Mazzo's academic training and early career were in analytical chemistry. He received his M.S. in Chemistry and Ph.D. degree in Analytical Chemistry from the University of Massachusetts, Amherst, and completed a research fellowship at the Ecole Polytechnique Federale de Lausanne in Switzerland. He earned a BA in the Honors program (interdisciplinary humanities) and a BS in chemistry at Villanova University.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board (with Dr. Mazzo abstaining) considers Dr. Mazzo to be an independent director.

Directors' recommendation for Item 1

The Board (with Dr. Mazzo abstaining) supports the re-election of Dr. Mazzo and recommends that stockholders vote FOR Dr. Mazzo's re-election as a director of the Company on the basis of his extensive relevant experience, as outlined above.

Chair's voting intention for Item 1

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

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Item 2 – Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21

The Company proposes to issue to Dr. Stephen Snowdy, the former Chief Executive Officer of the Company, 291,510 Shares under the Company's 2017 Equity Incentive Plan (**2017 Plan**), in lieu of his entitlement to a cash payment for his FY21 short-term incentive.

Ordinarily, the Company's short-term incentives are paid in cash. However, to assist with the Company's cash conservation management philosophy, it has been decided to pay Dr. Snowdy's short-term incentive payment in relation to his performance in the financial year ended 31 December 2021 in the form of Shares.

ASX Listing Rule 10.11 requires the Company to obtain stockholder approval for the issue of Shares to related parties of the Company. The issue of Shares to Dr. Snowdy falls within ASX Listing Rule 10.11 even though Dr. Snowdy is no longer the CEO or a Director of the Company (he resigned on 9 January 2022). This is because Dr. Snowdy was a Director of the Company within the 6 months prior to the proposed issue of Shares and therefore he is a related party of the Company for the purposes of ASX Listing Rule 10.11.1.

The resolution under Item 2 seeks stockholder approval under Listing Rule 10.11 and for all other purposes for this grant of Shares to Dr. Snowdy. If the approval is given, the issue of the Shares will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. If approval is not provided, then Dr. Snowdy will be paid the entirety of his short-term incentive payment in cash.

As the Company does not have sufficient Shares reserved under the 2017 Plan for the issue of the Shares, Item 2 is conditional on stockholders approving Item 3.

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

Dr. Snowdy's short-term incentive award in relation to the financial year ended 31 December 2021 was US\$146,880, which the Company proposes to pay in the form of Class A Common Stock (**Shares**).

Specifically, the Company proposes to issue to Dr. Snowdy, 291,510 Shares, being the number that is equal to US\$146,880 divided by US\$0.5039 being the US dollar equivalent to the closing sale price of a CDI as of the second trading day after the Company filed its audited financial statements on Appendix 4E with the ASX, converted from Australian dollars to U.S. dollars using the prevailing exchange rate. (Each CDI represents an interest in one Share.)

The remuneration package for Dr. Snowdy prior to his resignation was:

- Base salary of US\$408,000 per annum
- Short-term incentive target of 45% of base salary, typically paid in cash
- Long-term incentive target of 40% of base salary, typically paid in stock options vesting over four years
- Matching contribution to the Company's 401(k) retirement plan totalling US\$11,600 for 2021

Awards under both the short-term and long-term incentive plans for fiscal year 2021 were based on attainment of 80% of the stated goals. Due to his resignation, no long-term incentive was awarded to Dr. Snowdy for fiscal year 2021.

If stockholders approve Item 2, the Shares will be issued on or shortly following the date of the Annual Meeting (and in any event within 1 month after the Annual Meeting). If stockholders do not approve Item 2, the Company will pay Dr. Snowdy in cash rather than in shares.

Voting exclusion statement for Item 2

The Company will disregard any votes cast in favour of Item 2 by or on behalf of:

- Dr. Snowdy; or
- a person who will obtain a material benefit as a result of the issue of securities except a benefit solely by reason of being a holder of CDIs or Shares;

or any of their associates.

However, the Company need not disregard a vote cast in favour of Item 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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

Chair's voting intention for Item 2

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

Item 3 – Approval of increase in shares reserved under 2017 Equity Incentive Plan and other amendments

Background to Item 3

The Company currently has 868,291 stock options on issue, of which 862,681 were granted under the 2017 Plan and 5,610 were granted under the 2008 Plan. The stock options are held by a total of 27 directors, employees and consultants (**Existing Options**). The Company also granted share awards totalling 994,726 shares in lieu of cash compensation as summarized in the table below. As at the date of this Explanatory Memorandum, 1,857,407 Shares were subject to outstanding awards under the 2017 Plan and 253,093 Shares remain available for future issuance under the 2017 Plan.

The number of shares currently remaining available for issuance under the 2017 Plan is not sufficient for the Company to implement certain proposed measures, including:

- To assist with the Company's current cash conservation philosophy, certain members of executive management have received their short-term incentive payment in relation to performance in the financial year ended 31 December 2021, in the form of Shares, and it is proposed that the former CEO, Dr. Stephen Snowdy, receive his earned short-term incentive payment for 2021 performance in the form of Shares, subject to approval per Item 2 above.
- A retention bonus to executive management in the form of Shares, which is designed to incentivise and retain executive management following the resignation of the CEO, as they assume additional responsibilities.
- Provide additional capacity for any future long term incentive awards.

A summary of the past, proposed and future awards is as follows:

Description	Awarded	Proposed	Total
2017 Plan Options outstanding	862,681	-	862,681
Shares in lieu of cash compensation:			
FY19 STI Shares – approved in 2020 AGM	177,232	-	177,232
FY20 Shares in lieu of cash remuneration – approved in 2020 AGM	422,434	-	422,434
Shares in lieu of earned but unpaid short-term cash incentive for 2021 including those Shares the subject of Item 2 (STI Shares)	321,230	291,510	612,740
Retention bonus Shares (Retention Shares)	-	322,034	322,034
Shares in lieu of cash signing bonus awarded / estimated (Signing Shares)	73,830	147,660	221,490
Total shares in lieu of cash compensation	994,726	761,204	1,755,930
Total awards granted / proposed	1,857,407	761,204	2,618,611
Awards reserved for future issuance	253,093	738,796	991,889
Awards approved / proposed under the 2017 Plan (New Plan Limit)	2,110,500	1,500,000	3,610,500

The Company proposes to amend Section 3 of the 2017 Plan so that an aggregate of 3,610,500 shares of Class A Common Stock (**Shares**) are available for issuance under the 2017 Plan (**New Plan Limit**).

The Board seeks to implement the New Plan Limit so that there is a sufficient number of Shares available for issuance under the 2017 Plan to satisfy the grants of STI Shares, Retention Shares, Signing Shares and capacity for future issuances. The Board believes it is in the best interests of the Company to increase the size of the available pool (overall, and for any particular participant in a calendar year) to enable the offering of awards such as stock options and restricted shares to its employees, officers and contractors so that their interests are aligned with stockholders and they are incentivised to put forth a maximum effort for the success of the Company's business.

Stockholder approval requirement

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, the Company issuing equity securities which, in aggregate, would exceed 15% of the Company's shares of Class A Common Stock in any the 12 month period immediately preceding the date of the issue or agreement. Exception 13 of ASX Listing Rule 7.2 (**Exception 13**) provides that this 15% limit does not apply to the issue of securities by an entity under an employee incentive scheme if the issue of securities under the scheme has been approved by stockholders within three years before the date of issue of the relevant securities.

The 2017 Plan was last approved by stockholders for the purposes of Exception 13 of ASX Listing Rule 7.2 at the Annual Meeting of Stockholders held on 28 May 2020. As Exception 13 is only available if there is no change to, among other things, the number of securities to be issued under the scheme, this Item seeks stockholder approval again to give effect to the proposed amendments to the 2017 Plan and to approve the issue of securities under the 2017 Plan, as amended, for the purpose of Exception 13.

The number of securities issued and remaining outstanding under the 2017 Plan since the last stockholder approval on 28 May 2020 is 460,360 stock options, 321,230 STI Shares and 73,830 Signing Shares.

If stockholder approval is obtained for the purpose of Exception 13, the Company will be able to issue securities under the 2017 Plan, subject to the New Plan Limit, without those securities counting towards the Company's 15% limit on new issues under ASX Listing Rule 7.1 for a three year period commencing on the date of the Annual Meeting.

If approval is not granted, the Company will not have the capacity to issue awards under the 2017 Plan, and incentives may need to be paid in cash. Further, the ability to use incentive awards as a retention lever will be lost.

Summary of the terms of the 2017 Plan

(a) Purpose

The purpose of the 2017 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**).

(b) Administration

The 2017 Plan is administered by the Board or the Nomination and Remuneration Committee (**Plan Administrator**).

(c) Eligibility

All officers, executives, employees, directors 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 2017 Plan.

(d) Term of 2017 Plan

The 2017 Plan will expire by its terms ten years after the date of adoption, and no benefit shall be granted after such date.

(e) Share Reserve

- (i) The total number of Shares reserved for issuance under the 2017 Plan (**Share Reserve**) is currently 2,110,500 Shares. If Item 3 is approved, then the new Share Reserve will be 3,610,500 Shares.
- (ii) The Share Reserve may be increased on the first day of each fiscal year (1 January) by an amount equal to the lesser of:
 - 5% of the aggregate number of Shares available for issuance under the 2017 Plan on the last day of the immediately preceding fiscal year, and
 - an amount determined by the Board.
- (iii) Shares underlying expired, cancelled or forfeited options, stock appreciation rights or performance awards shall be available for reissuance under the 2017 Plan. Shares of restricted stock shall be available for reissuance under the 2017 Plan if such restricted stock is forfeited or returned to the Company as part of a restructuring of benefits.

(f) Individual plan limit

The maximum number of Shares subject to stock options that may be awarded to a participant under the 2017 Plan in any calendar year is currently 600,000 Shares.

(g) 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.

(h) Adjustment provisions

- (i) 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:
 - adjust the total number of Shares reserved for issuance under the 2017 Plan; and
 - 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.
- (ii) 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.
- (iii) 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 2017 Plan, the Board may authorise the issuance or assumption of Stock Incentives upon such terms and conditions as it may deem appropriate.

(i) Pricing

- (i) 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.
- (ii) 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:
 - providing for the lowering of a purchase price of a stock option or other Stock Incentive after it has been granted;

- 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
 - providing for any other action that is treated as “repricing” under generally accepted accounting policies.
- (j) **Plan Administrator’s discretion and powers**
The Plan Administrator has exclusive authority to interpret and administer the 2017 Plan, to establish appropriate rules relating to the 2017 Plan, to delegate some or all of its authority under the 2017 Plan and to take all such steps and make all such determinations in connection with the 2017 Plan and the benefits granted pursuant to the 2017 Plan as it may deem necessary or advisable. The validity, construction, and effect of the 2017 Plan is determined in accordance with the laws of the State of Delaware.
- (k) **Amendments or termination**
The Board may amend the 2017 Plan from time to time (provided that the amendment does not contravene the ASX Listing Rules) or terminate the 2017 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 2017 Plan require the approval of stockholders (e.g. an increase to the total number of Shares which may be issued under the 2017 Plan).

Voting exclusion statement for Item 3

The Company will disregard any votes cast in favour of Item 3 by or on behalf a person who is eligible to participate in the 2017 Plan or their associates. However, the Company need not disregard a vote cast in favour of Item 3 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the chair to vote on Item 3 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 3; and
 - the holder votes on Item 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors’ recommendation

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

Chair’s voting intention

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

Item 4 – Approval of 10% Placement Facility

ASX Listing Rule 7.1A enables an eligible entity 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 this 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 and must be issued for cash consideration.

(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 10% Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities (including convertible notes and options) within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 or 7.4,

- plus the number of fully paid ordinary securities issued in the relevant period under an agreement within ASX Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the 12 month period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without stockholder approval. This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 17 where the issue is subsequently approved under ASX Listing Rule 7.1;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

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 relevant period where this issue or agreement has not subsequently been approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

relevant period means

- (i) the 12 month period immediately preceding the date of issue or agreement; or
- (ii) in respect of an issue or agreement entered into within 12 months of the entity being admitted to the official list, the period from the date the entity was admitted to the official list, to the date immediately preceding the date of the issue or agreement.

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

- (i) If approved, Item 4 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 10% Placement Period. This is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.
- (ii) 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).
- (iii) At the date of this Notice of Meeting, the Company has 24,030,560 CDIs (assuming all issued Shares are held as CDIs) on issue. At present, the Company has a capacity to issue:
 - 3,604,584 equity securities under ASX Listing Rule 7.1; and
 - no equity securities under ASX Listing Rule 7.1A.

(e) **Minimum Issue Price:**

The equity securities issued under ASX Listing Rule 7.1A must be issued for cash consideration per security which is 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 by the entity and the recipient; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) **10% Placement Period:**

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

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the next annual general meeting, if less than 12 months; or
- (iii) the time and 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 remote communication or by proxy).

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 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).
- (b) The equity securities will be issued by the Company for cash consideration 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 by the Company and the recipient; or
 - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (c) 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 (24,030,560). 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 7.1A.2		Dilution		
		A\$0.300 50% decrease in Issue Price	A\$0.600 Issue Price	A\$1.200 100% increase in Issue Price
Current Variable A 24,030,560	10% Voting Dilution	2,403,056	2,403,056	2,403,056
	Funds Raised	A\$720,916	A\$1,441,833	A\$2,883,667
50% increase in current Variable A 36,045,840	10% Voting Dilution	3,604,584	3,604,584	3,604,584
	Funds Raised	A\$1,081,375	A\$2,162,750	A\$4,325,500
100% increase in current Variable A 48,061,120	10% Voting Dilution	4,806,112	4,806,112	4,806,112
	Funds Raised	A\$1,441,833	A\$2,883,667	A\$5,767,334

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.
- The CDIs on issue are 24,030,560 CDIs, being the number of CDIs on issue as at 8 April 2022.
- None of the options that the Company currently has on issue are exercised into CDIs or Shares before the date of the issue of the equity securities under ASX Listing Rule 7.1A.
- None of the Convertible Notes that the Company currently has on issue are exercised into CDIs 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\$0.600, being the closing price of the CDIs on ASX on 8 April 2022.
- (d) The Company may seek to issue the equity securities for the purpose of raising funds to use 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).
- (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.

Previous approval under Listing Rule 7.1A

The Company obtained stockholder approval under ASX Listing Rule 7.1A at last year's annual meeting held on 8 June 2021. The Company has not issued any equity securities under the 10% Placement Capacity since that annual meeting.

Consequences if Item 4 is not passed

If Item 4 is not passed, the Company will not be able to access the additional 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without securityholder approval under ASX Listing Rule 7.1.

Voting exclusion statement for Item 4

At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under ASX Listing Rule 7.1A2, the Company will disregard any votes cast in favour of Item 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities), or any of their associates. However, the Company does not need to disregard a vote cast in favour of Item 4 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the chair to vote on Item 4 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4;

- the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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

Chair's voting intention

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

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Visioneering Technologies, Inc
ARBN 616 156 248

VTI

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **8:00am (AEST) on Monday, 23 May 2022 (6:00pm Sunday, 22 May 2022 US Eastern Daylight Time)**.

CDI Voting Instruction Form

Direction to CHESS Depositary Nominees Pty Ltd

Each CHESS Depositary Interest (CDI) represents an indirect ownership in the Company's shares of Class A Common Stock (**Shares**). Each CDI is equivalent to one Share, so that every one (1) CDI you own as at 7:00pm (Australian Eastern Standard Time) on Friday 29 April 2022 (5:00am Friday, 29 April 2022 U.S. Eastern Daylight Time) entitles you to one (1) vote. The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs you are not the legal owners of the Shares, CDN is entitled to vote at meetings of stockholders on the instruction of registered holders of CDIs.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CDN, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CDN enough time to tabulate all CDI votes and to vote on the underlying Shares.

Appointment of Proxy

If you wish to attend the Meeting (defined overleaf) or appoint some other person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or the 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 should 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.

Lodge your Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 CHESS Depositary Nominees will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests (**CDIs**) of Visioneering Technologies, Inc. (**Company**) hereby direct CHESS Depositary 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 on Thursday, 26 May 2022 at 8:00am Australian Eastern Standard Time (Wednesday, 25 May 2022 at 6:00pm US Eastern Daylight Time) (**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 or appoint some person or company other than CDN, who need not be a stockholder, to attend and vote the shares underlying your holding 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 - Dr. David J. Mazzo	<input type="checkbox"/>	<input type="checkbox"/>
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For Against Abstain

Item 2	Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of increase in shares reserved under 2017 Equity Incentive Plan and other amendments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of 10% Placement Facility	<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

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Computershare +

✓ VOTE

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Go to www.investorvote.com/VTI or scan the QR code – login details are located in the shaded bar below.

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For **Withhold**

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For **Against** **Abstain**

For **Against** **Abstain**



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2022 Annual Meeting of Visioneering Technologies, Inc. Stockholders

The 2022 Annual Meeting of Stockholders of Visioneering Technologies, Inc. will be held on Thursday, 26 May 2022 at 8:00 a.m. Australian Eastern Standard Time (Wednesday, 25 May 2022 at 6:00 p.m. Eastern Daylight Time., virtually via the Internet at www.meetnow.global/MWUJJCP.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.



Small steps make an impact.

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/VTI



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

Proxy – Visioneering Technologies, Inc.



Notice of 2022 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 Thursday, 26 May 2022 at 8:00 am, Australian Eastern Standard Time (on Wednesday, 25 May 2022, at 6:00 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 1.1 through 4. 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)

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.





Using a **black ink** pen, mark your votes with an **X** as shown in this example.
Please do not write outside the designated areas.



2022 Annual Meeting Proxy Card

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

A Items of Business

1. Election of Directors:
- 01 - Election of Class II Director -
Dr. David J. Mazzo
- For

Withhold
- ☐

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2. Grant of Shares to Dr. Stephen Snowdy, former Chief Executive Officer of the Company, in lieu of earned but unpaid short-term cash incentive for FY21

For

Against

Abstain

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3. Approval of increase in shares reserved under 2017 Equity Incentive Plan and other amendments

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Against

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4. Approval of 10% Placement Facility

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