

Announcement Summary

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**Entity name**

VISIONEERING TECHNOLOGIES, INC.

**Announcement Type**

New announcement

**Date of this announcement**

Wednesday April 29, 2020

**The Proposed issue is:**

- An offer of securities under a securities purchase plan
- A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Unlisted option	35,714,286
VTI	CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED	71,428,572

**+Record date**

Tuesday April 28, 2020

**Offer closing date**

Friday June 19, 2020

**+Issue date**

Tuesday June 30, 2020

**Total number of +securities proposed to be issued for a placement or other type of issue**

<b>ASX +Security Code</b>	<b>+Security Description</b>	<b>Maximum Number of +securities to be issued</b>
n/a	Unlisted options	182,466,783
VTI	CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED	364,933,566

**Proposed +issue date**

Wednesday June 3, 2020



Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

VISIONEERING TECHNOLOGIES, INC.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ACN

**Registration Number**

616156248

**1.3 ASX issuer code**

VTI

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Wednesday April 29, 2020

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

**4A.1 - Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

4A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday May 29, 2020	<input checked="" type="checkbox"/> Estimated	No

**Comments**

Part 4B - Offer details

**Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued**

**ASX +Security Code and Description**

VTI : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ASX +Security Code and Description**

VTI : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

**Maximum Number of +securities proposed to be issued**

71,428,572



<b>Minimum Number of +securities proposed to be offered to each individual +security holder</b>	<b>Maximum Number of +securities proposed to be offered to each individual +security holder</b>
71,428	2,142,857

<b>Minimum subscription \$ amount proposed to be offered to each individual security holder</b>	<b>Maximum subscription \$ amount proposed to be offered to each individual security holder</b>
AUD 1,000	AUD 30,000

**Purpose of the issue**

The net proceeds of the Placement and SPP will be used primarily for the following purposes:

1. General working capital
2. Preparation for additional international expansion
3. Preparation for new product launches
4. Completion of clinical trials in progress

**Offer price details for retail security holders**

<b>Issue Currency</b>	<b>Offer Price per +security</b>	<b>Estimated or Actual?</b>
AUD - Australian Dollar	AUD 0.01400	<input checked="" type="checkbox"/> Actual

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

Yes

**Provide the scale back details**

Scale-back policy: If applications under the SPP exceed A\$1.0 million, Visioneering may undertake a scale back at its absolute discretion and in the manner it sees fit. If the scale back produces a fractional number of CDIs when applied to a parcel of CDIs, the number of CDIs allocated will be rounded up to the nearest whole number of CDIs.

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?** Yes**Will the entity be seeking quotation of the 'new' class of +securities on ASX?** No**ASX +Security Code**

New class-code to be confirmed

**+Security Description**

Unlisted option

**+Security Type**

Options

**Offer ratio (ratio of attaching securities at which the new +securities will be issued)****The quantity of attaching +securities to be issued**

1

**For a given quantity of the new +securities issued**

2

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum Number of +securities proposed to be issued**

35,714,286

**Offer price details for retail security holders****Issue Currency**

AUD - Australian Dollar

**Offer Price per +security**

AUD 0.00000

**Estimated or Actual?** Actual**Oversubscription & Scale back details****May a scale back be applied to this event?** Yes**Provide the scale back details**

If applications under the SPP exceed A\$1.0 million, Visioneering may undertake a scale back at its absolute discretion and in the manner it sees fit. If the scale back produces a fractional number of CDIs when applied to a parcel of CDIs, the number of CDIs allocated will be rounded up to the nearest whole number of CDIs

**Will all the +securities issued in this class rank equally in all respects from their issue date?** Yes



Options details

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**+Security Currency**

AUD - Australian Dollar

**Exercise Price**

AUD 0.0280

**Expiry date**

Thursday June 30, 2022

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**

VTI : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

**Please provide any further information relating to the principal terms of the +securities**

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Part 4C - Timetable

**4C.1 Date of announcement of +security purchase plan**

Wednesday April 29, 2020

**4C.2 +Record date**

Tuesday April 28, 2020

**4C.3 Date on which offer documents will be made available to investors**

Monday June 1, 2020

**4C.4 Offer open date**

Monday June 1, 2020

**4C.5 Offer closing date**

Friday June 19, 2020

**4C.6 Announcement of results**

Wednesday June 24, 2020

**4C.7 +Issue date**

Tuesday June 30, 2020

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Part 4D - Listing Rule requirements



**4D.1 Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:**

- the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and
- the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made?

No

**4D.1a Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

No

**4D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

#### Part 4E - Fees and expenses

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**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Shaw and Partners Limited and Aurenda Partners Pty Limited are joint lead managers

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

fee 6% of proceeds from the offer, and Aurenda Partners Pty Limited to receive the number of options calculated as 0.5% of the proceeds from the offer divided by the issue price of the offer.

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

#### Part 4F - Further Information

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**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No





**4F.2 Countries in which the entity has security holders who will not be eligible to accept the proposed offer**

The United States and all jurisdictions except Australia and New Zealand.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

[www.asx.com.au/asx/share-price-research/company/VTI](http://www.asx.com.au/asx/share-price-research/company/VTI)

**4F.4 Any other information the entity wishes to provide about the proposed offer**



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 - Are any of the following approvals required for the placement or other type of issue?**

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	Friday May 29, 2020	<input checked="" type="checkbox"/> Estimated	No

**Comments**

Part 7B - Issue details

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**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

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**ASX +Security Code and Description**

VTI : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

**Maximum Number of +securities proposed to be issued**

364,933,566



**Purpose of the issue**

The net proceeds of the Placement and SPP will be used primarily for the following purposes:

- 1. General working capital
- 2. Preparation for additional international expansion
- 3. Preparation for new product launches; and
- 4. Completion of clinical trials in progress

**Offer price details for retail security holders**

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.01400

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**

New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +Security Code**

New class-code to be confirmed

**+Security Description**

Unlisted options

**+Security Type**

Options

**Maximum Number of +securities proposed to be issued**

182,466,783

**Offer price details for retail security holders**



**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 0.00001

**Oversubscription & Scale back details**

**May a scale back be applied to this event?**

No

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Options details

**+Security Currency**

AUD - Australian Dollar

**Exercise Price**

AUD 0.0240

**Expiry date**

Thursday June 30, 2022

**Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option**

VTI : CHESS DEPOSITARY INTERESTS 1:1 US PROHIBITED

**Please provide any further information relating to the principal terms of the +securities**

Part 7C - Timetable

**7C.1 Proposed +issue date**

Wednesday June 3, 2020

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

Friday May 29, 2020



**7D.2 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?**

Yes

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

#### Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Shaw and Partners Limited and Aurenda Partners Pty Limited are joint lead managers

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Fee 6% of proceeds from the offer and Aurenda receives the number of options calculated as 0.5% of the proceeds from the offer divided by the issue price of the offer.

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

#### Part 7F - Further Information

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**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**