

# Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF "VISIONEERING  
TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY  
OF JUNE, A.D. 2021, AT 10:14 O`CLOCK A.M.*

  
Jeffrey W. Bullock, Secretary of State

4598845 8100  
SR# 20212448738

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203446427  
Date: 06-15-21

**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 One Hundred and Five Million (105,000,000) shares. One Hundred Million (100,000,000) shares shall be Common Stock, all of which shall be Class A Common Stock, having a par value of \$0.001 per share. Five Million (5,000,000) shares shall be Preferred Stock, having a par value of \$0.001 per share.

Effective upon the filing of this Certificate of Amendment with the Secretary of State of the State of Delaware (the “**Effective Time**”), each one hundred shares of the Company’s Class A Common Stock, par value \$0.001 per share, issued and outstanding or held in treasury immediately prior to the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock of the Company, par value \$0.001 per share, without any further action by the Company or the holder thereof, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). No certificates representing fractional shares of Class A Common Stock shall be issued in connection with the Reverse Stock Split. All shares of Class A Common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of a fractional share (for this purpose, each holder of the Company’s CHESS Depositary Interests listed on the Australian Securities Exchange will be treated as the holder of the corresponding underlying shares of Class A Common Stock). If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of Class A Common Stock, the Company shall, in lieu of issuing any such fractional share, round up to the nearest whole number of shares in order to bring the number of shares held by such holder up to the next whole number of shares of Class A Common Stock.

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

4. 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 15<sup>th</sup> day of June, 2021.

VISIONEERING TECHNOLOGIES, INC.

By:   
Stephen Snowdy, Chief Executive Officer