



## PRE-QUOTATION DISCLOSURE

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of CHESS Depository Interests (**CDIs**) representing shares of Class A common stock (**Shares**) of Visioneering Technologies, Inc. (the **Company**) (ASX:VTI).

Each CDI is equivalent to one Share.

Capitalised terms not defined in this document have the meaning given to them in the prospectus lodged with the Australian Securities and Investments Commission on 24 February 2017 (**Prospectus**).

### 1. RESTRUCTURING

The Company has completed the conversion of the principal and accrued interest on Convertible Notes into Shares and conversion of outstanding shares of preferred stock into Shares as described in section 11.4 of the Prospectus (**Restructuring**).

The following table shows the effect of the Restructuring:

Source of Shares	No. of Shares (and equivalent in CDIs)
Shares on issue before Restructuring	9,577,298
Conversion of principal on Convertible Notes	81,659,171
Conversion of interest on Convertible Notes	9,770,050
Conversion of shares of preferred stock	16,617,758
Offer	79,365,079
<b>Total</b>	<b>196,989,356</b>

### 2. DISTRIBUTION SCHEDULE

The following table shows the distribution of holders of CDIs (treating holders of Shares as though they held CDIs):

Number of CDIs held	Number of holders
1 to 1,000	0
1,001 to 5,000	5
5,001 to 10,000	20
10,001 to 100,000	247
100,001 and over	127
<b>Total</b>	<b>399</b>



### 3. TOP 20 HOLDERS

The following table shows the 20 largest holders of CDIs (treating holders of Shares as though they held CDIs):

Rank	Name	No	%
1	CHARTER LIFE SCIENCES II LP	25,418,127	12.90
2	REGAL FUNDS MANAGEMENT PTY	16,921,069	8.59
3	MEMPHIS BIOMED VENTURES II LP	14,935,585	7.58
4	CLS II ANNEX FUND LLC	14,615,508	7.42
5	NATIONAL NOMINEES LIMITED	14,128,795	7.17
6	J P MORGAN NOMINEES AUSTRALIA LIMITED	12,283,510	6.24
7	CHARTER LIFE SCIENCES (OHIO)	10,531,117	5.35
8	PRINCIPIS MASTER FUND SPC	8,277,016	4.20
9	PERSHING AUSTRALIA NOMINEES PT Y LTD <ACCUM A/C>	7,733,440	3.93
10	CITICORP NOMINEES PTY LIMITED	4,177,477	2.12
11	LIFE SCIENCE ANGELS INVESTORS	3,858,319	1.96
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,620,502	1.84
13	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <PISELECT>	2,690,249	1.37
14	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,380,953	1.21
15	PODESTA FAMILY GROUP PTY LTD <PODESTA FAMILY GROUP A/C>	2,380,953	1.21
16	BNP PARIBAS NOMS PTY LTD <DRP>	1,833,925	0.93
17	UBS NOMINEES PTY LTD	1,785,718	0.91
18	RICHARD GRIFFIN	1,677,000	0.85
19	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	1,505,792	0.76
20	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	1,309,524	0.66
<b>Top 20 subtotal</b>		<b>152,064,579</b>	<b>77.19</b>
<b>Remaining holders</b>		<b>44,924,777</b>	<b>22.81</b>
<b>Total</b>		<b>196,989,356</b>	<b>100.00</b>



#### 4. TERMS OF OPTIONS

The following table shows the key terms of the options to acquire Shares (**Options**) currently on issue. All Options were issued under the 2008 Equity Incentive Plan, the other terms of which have been provided to ASX separately.

Number of Options	Exercise price per Share (US\$)	Expiry date
80,044	\$0.060	14 January 2024
657,500	\$0.067	1 October 2018
141,750	\$0.067	24 November 2018
17,500	\$0.067	1 January 2019
113,400	\$0.067	18 February 2020
21,000	\$0.067	24 March 2025
25,000	\$0.070	26 July 2026
10,264,300	\$0.070	12 January 2027
205,080	\$0.090	7 September 2020
17,500	\$0.090	15 December 2020
<b>11,543,074</b>		

#### 5. ASX RESTRICTIONS

The following table shows the number of securities subject to ASX restrictions and the applicable restriction periods. Some of the securities listed in the following table are also subject to the voluntary escrow described below.

Last day of ASX restriction	Number of restricted Shares/CDIs	Number of restricted Options
17 July 2017	317,460	-
19 July 2017	277,778	-
20 July 2017	3,095,239	-
21 July 2017	555,555	-
25 July 2017	2,329,379	-
26 July 2017	2,103,175	-
3 August 2017	128,571	-
7 August 2017	39,683	-
8 August 2017	79,365	-
31 October 2017	39,683	-
1 November 2017	39,683	-
6 November 2017	1,587,302	-
21 March 2018	5,548,714	-
27 March 2019*	7,835,660	6,981,550
<b>Total</b>	<b>23,977,247</b>	<b>6,981,550</b>

\* or such later date as is the last day of the 24-month period commencing on the date of quotation of the CDIs on the ASX.



## 6. VOLUNTARY ESCROW

The following table shows the number of securities subject to voluntary escrow and the applicable escrow periods. Some of the securities listed in the following table are also subject to the ASX restrictions described above.

<b>Last day of voluntary escrow</b>	<b>Number of escrowed Shares/CDIs</b>
27 September 2017*	53,334,322
27 March 2018**	53,334,300
<b>Total</b>	<b>106,668,622</b>

\* or such later date as is the last day of the 12-month period commencing on the date of quotation of the CDIs on the ASX.

\*\* or such later date as is the last day of the 24-month period commencing on the date of quotation of the CDIs on the ASX.

## 7. WAIVER FROM LISTING RULE 14.2.1

ASX has granted the Company a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form an option for holders of CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:

- (a) The Company complies with relevant US laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor.
- (b) The notice given by the Company to CDI holders under ASX Settlement Operation Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case.
- (c) The Company releases details of the waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.
- (d) Without limiting ASX's right to vary or revoke its decision under Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant US laws prevent the Company from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.