

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Visioneering Technologies, Inc.

ARBN

616 156 248

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |  |  |
|--|--|
| 1      +Class of +securities issued or to be issued  | <p>End of ASX restriction period for 3,242,254 Shares and 2,306,460 CHESS Depositary Interests (<b>CDIs</b>) (equivalent to the same number of Shares) and request for quotation of CDIs (see Part 3).</p> <p>In addition, the following issues of securities have not been addressed in an Appendix 3B due to administrative oversight:</p> <ul style="list-style-type: none"><li>• Shares of Class A common stock (<b>Shares</b>), issued under the 2017 Equity Incentive Plan</li><li>• Unlisted options to subscribe for Shares, issued under the 2017 Equity Incentive Plan (<b>Options</b>).</li></ul> |
| 2      Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"><li>• 69,290 Shares</li><li>• Options to subscribe for 978,331 Shares</li></ul>  |

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Shares: Same terms as existing Shares on issue</p> <p>Options:</p> <ul style="list-style-type: none"> <li>• exercise price of US\$0.3092 per Share</li> <li>• exercisable until 14 July 2027</li> </ul>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Not applicable</p>
<p>5 Issue price or consideration</p>	<p>Shares: Payment in lieu of US\$25,000 in consulting fees (equivalent to US\$0.3608 per Share).</p> <p>Options: Nil (employee sign-on bonus)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>See item 5 above</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable</p>

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>Shares: 20 December 2017</p> <p>Options: 14 July 2017</p>

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="708 181 1011 232">Number</th> <th data-bbox="1011 181 1299 232"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 232 1011 517">189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)</td> <td data-bbox="1011 232 1299 517">CDIs</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)	CDIs					
Number	<sup>+</sup> Class										
189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)	CDIs										
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="708 517 1011 562">Number</th> <th data-bbox="1011 517 1299 562"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 562 1011 734">7,685,084 Shares (equivalent to the same number of CDIs)</td> <td data-bbox="1011 562 1299 981" rowspan="2">Shares and CDIs subject to ASX restrictions ending at various times until (and including) 27 March 2019. Refer to the Company's pre-quotations disclosure notice of 27 March 2017 for further information</td> </tr> <tr> <td data-bbox="708 734 1011 981">150,576 CDIs (equivalent to the same number of Shares)</td> </tr> <tr> <td data-bbox="708 981 1011 1301">Options to subscribe for 6,981,550 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates.</td> <td data-bbox="1011 981 1299 1301">Unquoted Options subject to ASX restrictions ending on 27 March 2019</td> </tr> <tr> <td data-bbox="708 1301 1011 1599">Options to subscribe for 5,539,855 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates</td> <td data-bbox="1011 1301 1299 1599">Unquoted Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	7,685,084 Shares (equivalent to the same number of CDIs)	Shares and CDIs subject to ASX restrictions ending at various times until (and including) 27 March 2019. Refer to the Company's pre-quotations disclosure notice of 27 March 2017 for further information	150,576 CDIs (equivalent to the same number of Shares)	Options to subscribe for 6,981,550 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates.	Unquoted Options subject to ASX restrictions ending on 27 March 2019	Options to subscribe for 5,539,855 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates	Unquoted Options
Number	<sup>+</sup> Class										
7,685,084 Shares (equivalent to the same number of CDIs)	Shares and CDIs subject to ASX restrictions ending at various times until (and including) 27 March 2019. Refer to the Company's pre-quotations disclosure notice of 27 March 2017 for further information										
150,576 CDIs (equivalent to the same number of Shares)											
Options to subscribe for 6,981,550 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates.	Unquoted Options subject to ASX restrictions ending on 27 March 2019										
Options to subscribe for 5,539,855 Shares (equivalent to the same number of CDIs) exercisable at various prices and expiring on various dates	Unquoted Options										
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not expect to pay dividends in the foreseeable future									

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
----	---------------------------------------	----------------

<sup>+</sup> See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the <sup>+</sup> securities will be offered	Not applicable
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Not applicable
15	<sup>+</sup> Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

---

+ See chapter 19 for defined terms.

## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 37  A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>End of restriction period</p>
---	----------------------------------

<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)</td> <td>CDIs</td> </tr> </tbody> </table>	Number	+Class	189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)	CDIs
Number	+Class				
189,222,986 (assuming all issued Shares are held as CDIs but excluding CDIs and Shares which are subject to ASX restrictions)	CDIs				

---

+ See chapter 19 for defined terms.



## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

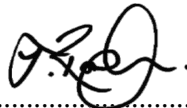
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



..... Date: 22 March 2018

Company secretary

Print name: Leanne Ralph