

17 October 2018

Belinda Chiu
Senior Adviser, Listings Compliance
ASX Compliance Pty Ltd
Level 6, 20 Bridge Street
Sydney NSW 2000

Dear Ms Chiu,

Change in Substantial Holding – Visioneering Technologies, Inc. (ASX:VTI) ('Visioneering')

Background

The purpose of this notice is to inform the market of the impact on the securityholdings of Charter Life Sciences II, L.P., Charter Life Sciences (Ohio) II, L.P. and CLS II Annex Fund, LLC (collectively, **CLS**) and their respective associates following:

1. the issue by Visioneering on 21 August 2018 of 49,200,000 new CHESS Depository Interests (**CDIs**) (representing the same number of shares of Class A common stock (**Shares**)) at A\$0.18 per CDI to complete the Placement announced by Visioneering on 15 August 2018 (**Placement**); and
2. the issue by Visioneering on 12 September 2018 of 1,913,328 new CDIs (representing the same number of Shares) at A\$0.18 per CDI to complete the Security Purchase Plan announced by Visioneering on 15 August 2018 (**SPP**).

Position as per 2017 Annual Report

Visioneering understands that the holdings of CLS prior to the Placement and SPP were as set out in Visioneering's 2017 annual report (released to the ASX on 29 March 2018):

Name	Nature of interest	Class & number of equity securities	Voting power
Charter Life Sciences II, L.P.	Registered holder of the securities	25,418,127 Shares	12.90%
Charter Life Sciences (Ohio) II, L.P.	Registered holder of the securities	10,531,117 Shares	5.34%
CLS II Annex Fund, LLC	Registered holder of the securities	14,615,508 Shares	7.42%
Total	-	50,564,752 Shares	25.66%

Changes in relevant interests

Visioneering understands that as a result of the Placement and SPP, the voting power of CLS has changed as follows:

Date of change	Name	Nature of change	Class & number of equity securities affected	Change in voting power
21 August 2018 and 12 September 2018	Charter Life Sciences II, L.P.	Shareholding diluted due to issue of securities under Placement and SPP	25,418,127 Shares	Decrease by 2.66%
21 August 2018 and 12 September 2018	Charter Life Sciences (Ohio) II, L.P.	Shareholding diluted due to issue of securities under Placement and SPP	10,531,117 Shares	Decrease by 1.10%
21 August 2018 and 12 September 2018	CLS II Annex Fund, LLC	Shareholding diluted due to issue of securities under Placement and SPP	14,615,508 Shares	Decrease by 1.53%
Total			50,564,752 Shares	Decrease by 5.28%

Present relevant interests

Visioneering understands that the current relevant interests of CLS in Visioneering securities are as follows:

Name	Nature of interest	Class & number of equity securities	Voting power
Charter Life Sciences II, L.P.	Registered holder of the securities	25,418,127 Shares	10.24%
Charter Life Sciences (Ohio) II, L.P.	Registered holder of the securities	10,531,117 Shares	4.24%
CLS II Annex Fund, LLC	Registered holder of the securities	14,615,508 Shares	5.89%
Total	-	50,564,752 Shares	20.37%

Yours sincerely



Stephen Snowdy
Chief Executive Officer, Visioneering Technologies, Inc.